

EXHIBIT C



U.S. Department of Justice

Office of the United States Trustee

Region 2/Southern District of New York

33 Whitehall Street, Suite 2100
New York, NY 10004

Phone: 212-510-0500
Fax: 212-668-2255

October 8, 2005

To the largest unsecured creditors of:

DELPHI CORP., et al., Case No. 05-44481 (jointly administered)

NOTICE IS HEREBY GIVEN that the Office of the United States Trustee for the Southern District of New York will hold an organizational meeting for unsecured creditors in the above-referenced bankruptcy case on **Monday, October 17, 2005, at 11:00 a.m. (E.S.T.)** at the following location:

**Marriott Marquis New York – Astor Ballroom
Times Square, 1535 Broadway
New York 10036
(212.398.1900)**

The sole purpose of the meeting will be to form a committee or committees of unsecured creditors in this case. This is not the meeting of creditors pursuant to Section 341 of the Bankruptcy Code. However, a representative of the Debtor will attend and provide background information regarding the case.

If you wish to be considered for membership on any committee that is formed, please complete the enclosed "CREDITORS COMMITTEE ACCEPTANCE FORM" and return it to the Office of the United States Trustee via facsimile, Attention: Alicia M. Leonhard, Trial Attorney, no later than 12:00 noon on Thursday, October 13, 2005. Please send a representative to the organizational meeting who is authorized to act on your behalf.

If you do not wish to serve on a creditors committee, your presence at the meeting is not required. Please note that your presence at this meeting is not required for the purpose of submitting a claim against the Debtor.

Very truly yours,

DEIRDRE A. MARTINI
UNITED STATES TRUSTEE

By: /s/ Alicia M. Leonhard
Alicia M. Leonhard
Trial Attorney

**OFFICE OF THE UNITED STATES TRUSTEE FOR THE
SOUTHERN DISTRICT OF NEW YORK**

33 Whitehall Street, 21st Floor

New York, New York 10004

Tel. No. (212) 510-0500

Fax No. (212) 668-2255

AML

CREDITORS' COMMITTEE ACCEPTANCE FORM

Re: ***DELPHI CORP., et al.***, CASE NO. 05-44481 (jointly administered)

PLEASE TYPE OR PRINT NEATLY AND CLEARLY:

The undersigned creditor is willing to serve on the Committee of Unsecured Creditors of the Debtors:

- A. UNSECURED CREDITOR'S NAME, ADDRESS, TELEPHONE AND TELECOPY NUMBERS:

- B. NAME OF COUNSEL (if any) FOR CREDITOR, ADDRESS, TELEPHONE AND TELECOPY NUMBERS:

- C. IF YOU ARE REPRESENTED BY COUNSEL, DOES YOUR ATTORNEY REPRESENT ANY OTHER PARTIES IN THIS CASE. Please check one of the following: ☐ YES. ☐ NO. ☐ I DO NOT KNOW.

- D. PLEASE INDICATE WHETHER YOU HAVE GIVEN A PROXY TO YOUR ATTORNEY IN CONNECTION WITH YOUR CLAIM. ☐ YES. ☐ NO. (If you have given a proxy to your attorney, please provide a photocopy of the proxy to the United States Trustee along with this creditor committee acceptance form on or before the organizational meeting.)

- F. AMOUNT OF UNSECURED CLAIM: \$_____.

- G. TO DATE, HAVE YOU OR YOUR ATTORNEY ENTERED INTO A SETTLEMENT AGREEMENT WITH THE DEBTOR REGARDING RESOLUTION OF YOUR CLAIM? ☐ YES. ☐ NO.

H. TYPE OF CLAIM. PLEASE CHECK ONE OF THE FOLLOWING: _____ TRADE.
_____ BOND. _____ OTHER. IF YOU ANSWERED "OTHER", PLEASE DESCRIBE
THE NATURE OF YOUR CLAIM BELOW.

I. ARE YOU A HOLDER OF A CLAIM ARISING OUT OF YOUR ROLE AS AN
OFFICER OR DIRECTOR OF THE DEBTOR. _____ YES. _____ NO. IF YOUR
ANSWER IS YES, PLEASE INDICATE THE POSITION: _____

J. ARE YOU RELATED TO AN OFFICER OR DIRECTOR OF THE DEBTOR, OR A
PERSON IN CONTROL OF THE DEBTOR. _____ YES. _____ NO. IF YOUR
ANSWER IS YES, PLEASE DESCRIBE THE RELATIONSHIP:

K. ARE YOU SITTING ON ANY UNOFFICIAL AD HOC COMMITTEE[S] OR OFFICIAL
EQUITY OR UNSECURED CREDITORS' COMMITTEE[S] IN ANY OTHER
BANKRUPTCY CASES OF DEBTORS IN THE SAME INDUSTRY AS DELPHI? _____
YES. _____ NO.
IF YES, PLEASE STATE THE NAME AND NUMBER OF THE CASE, THE TYPE OF
COMMITTEE, AND THE COURT IN WHICH THE CASE IS PENDING

L. PLEASE CLARIFY WHETHER YOUR COUNSEL REPRESENTS ANY PARTY
SITTING ON ANY COMMITTEES IN ANY OTHER BANKRUPTCY CASES OF
DEBTORS IN THE SAME INDUSTRY AS DELPHI? _____ YES. _____ NO.
IF YES, PLEASE STATE THE NAME AND NUMBER OF THE CASE, THE TYPE OF
COMMITTEE, AND THE COURT IN WHICH IT IS PENDING

DATE: _____

SIGNATURE: _____

PRINT NAME AND TITLE OF

PERSON COMPLETING FORM: _____

- KINDLY ANSWER ALL QUESTIONS SO THAT THIS FORM CAN BE PROCESSED
PROPERLY WITHOUT DELAY.
- **PLEASE RETURN TO THE UNITED STATES TRUSTEE BY TELECOPIER,
ATTN: ALICIA M. LEONHARD, TRIAL ATTORNEY, BY 12:00 P.M. ON
THURSDAY, OCTOBER 13, 2005.**
- THIS IS NOT A PROOF OF CLAIM FORM. PROOFS OF CLAIM ARE FILED WITH
THE CLERK OF THE BANKRUPTCY COURT, NOT WITH THE UNITED STATES
TRUSTEE.

EXHIBIT D

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re : Chapter 11
DELPHI CORPORATION, et al., : Case No. 05-44481
Debtors. :
-----X

BRIDGE ORDER UNDER 11 U.S.C. §§ 105 AND 363(b), 1107, AND 1108 AUTHORIZING
PAYMENT OF CERTAIN PREPETITION (I) SHIPPING AND
DELIVERY CHARGES FOR GOODS IN TRANSIT AND (II) CUSTOMS DUTIES

("SHIPPING AND CUSTOMS BRIDGE ORDER")

Upon the motion for (I) Order Scheduling Expedited Hearing on "First Day
Motions" and (II) Bridge Orders, dated October 8, 2005 (the "Expedited Hearing Motion"), of
Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates,¹ debtors and debtors-
in-possession in the above-captioned cases (collectively, the "Debtors"), seeking, among other
things, entry of a bridge order under sections 105, 363(b), 1107, and 1108 of title 11 of the

¹ In addition to Delphi, the following entities are debtors in these related cases: ASEC Manufacturing General Partnership, ASEC Sales General Partnership, Aspire, Inc., Delco Electronics Overseas Corporation, Delphi Automotive Systems (Holding), Inc., Delphi Automotive Systems Global (Holding), Inc., Delphi Automotive Systems Human Resources LLC, Delphi Automotive Systems International, Inc., Delphi Automotive Systems Korea, Inc., Delphi Automotive Systems LLC, Delphi Automotive Systems Overseas Corporation, Delphi Automotive Systems Risk Management Corp., Delphi Automotive Systems Services LLC, Delphi Automotive Systems Tennessee, Inc., Delphi Automotive Systems Thailand, Inc., Delphi China LLC, Delphi Connection Systems, Delphi Diesel Systems Corp., Delphi Electronics (Holding) LLC, Delphi Foreign Sales Corporation, Delphi Integrated Service Solutions, Inc., Delphi International Holdings Corp., Delphi International Services, Inc., Delphi Liquidation Holding Company, Delphi LLC, Delphi Mechatronic Systems, Inc., Delphi Medical Systems Colorado Corporation, Delphi Medical Systems Corporation, Delphi Medical Systems Texas Corporation, Delphi NY Holding Corporation, Delphi Services Holding Corporation, Delphi Technologies, Inc., DREAL, Inc., Environmental Catalysts, LLC, Exhaust Systems Corporation, Packard Hughes Interconnect Company, Specialty Electronics, Inc., and Specialty Electronics International Ltd.

United States Code, 11 U.S.C. §§ 101 - 1330 (as amended, the "Bankruptcy Code"), granting the relief requested in the Debtors' Motion For Order Under 11 U.S.C. §§ 105 And 363(B) Authorizing Payment Of Certain Prepetition (I) Shipping And Delivery Charges For Goods In Transit And (II) Customs Duties dated October 8, 2005 (the "Motion"), on an interim basis pending this Court's disposition of the Motion on its merits after notice and a hearing; and this Court having determined that it has jurisdiction over the matters raised in the Expedited Hearing Motion and the Motion pursuant to 28 U.S.C. §§ 157 and 1334, this is a core proceeding under 28 U.S.C. § 157(b)(2), and the relief requested in the Expedited Hearing Motion and the Motion is essential to the continued operations of the Debtors' businesses and is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Expedited Hearing Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Debtors are authorized but not directed to make such payments to (a) domestic and foreign commercial common carriers, movers, shippers, freight forwarders/consolidators, delivery services, customs brokers, shipping auditing services, deconsolidators, distributors, logistics management companies, and certain other third party service providers (collectively, the "Shippers") and (b) third party warehouses (collectively, the "Warehousemen") as the Debtors determine, in the exercise of their business judgment, to be necessary or appropriate to obtain the release of raw materials, parts, components, certain finished goods, indirect materials, tooling, machinery, and equipment held by such Shippers and Warehousemen (such payments, the "Shipping and Warehousing Charges").

2. With respect to any payments that are made on account of prepetition obligations, in return for payment of the Shipping and Warehousing Charges in the ordinary course of business, unless otherwise waived by the Debtors, in their sole discretion, the Shippers and Warehousemen shall (a) continue to provide services to the Debtors during the pendency of these chapter 11 cases on the most favorable terms that existed prior to October 8, 2005 (the "Petition Date") and (b) agree that they shall not be permitted to cancel on less than 90-days notice any contract or agreement pursuant to which they provide services to the Debtors. If any Shipper or Warehouseman then accepts payment pursuant to this Order on account of a prepetition obligation of the Debtors and thereafter does not continue to provide services to the Debtors on the most favorable prepetition trade terms, any payments made under this Order shall be deemed an avoidable postpetition transfer under section 549 of the Bankruptcy Code, as amended, and therefore shall be recoverable by the Debtors in cash upon written request. Upon recovery by the Debtors, the claim shall be reinstated as a prepetition claim in the amount so recovered. Nothing in this paragraph, however, shall preclude a Shipper or Warehouseman from contesting such treatment by making a written request to the Debtors to schedule a hearing before this Court, which hearing the Debtors shall set for the next regularly-scheduled omnibus hearing date occurring more than ten days after the date of such Shipper's or Warehouseman's request.

3. The Debtors are authorized but not directed to obtain written verification, before issuing payment hereunder, that a Shipper and Warehouseman shall (a) continue to provide services to the Debtors during the pendency of these chapter 11 cases on the most favorable terms that existed prior to Petition Date and (b) agree that they shall not be permitted to cancel on less than 90-days notice any contract or agreement pursuant to which they provide

services to the Debtors, provided, however, that the absence of such written verification shall not limit the Debtors' rights hereunder.

4. The Debtors and their customs brokers, as Debtors' agents, are hereby authorized but not directed to make payments to the U.S. Customs Border Protection Agency and to non-U.S. customs authorities in satisfaction of prepetition customs duties and other incidental import expenses.

5. All applicable banks and other financial institutions are hereby authorized and directed to receive, process, honor, and pay any and all checks and electronic transfers evidencing amounts paid by the Debtors pursuant to the Motion, whether they were issued before or after the Petition Date.

6. Nothing herein shall be deemed (a) an assumption, adoption, or authorization to assume any contracts or other agreements with any of the Shippers or Warehousemen pursuant to 11 U.S.C. § 365, (b) a requirement that the Debtors make any of the payments authorized herein, or (c) a waiver of the Debtors' rights under the Bankruptcy Code or any other applicable law.

7. Notwithstanding any provision of the Bankruptcy Code or the Federal Rules of Bankruptcy Procedure to the contrary, this Order shall take effect immediately upon signature.

8. This Order is effective only through the conclusion of the first-day motion hearing, unless otherwise extended by the case-assigned Judge. This Court's ultimate disposition of the Motion shall not impair any action taken pursuant to this Order.

9. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

10. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York
October 8, 2005

s/ Arthur J. Gonzalez

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT E

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
: In re : Chapter 11
: :
: DELPHI CORPORATION, et al., : Case No. 05-44481
: :
: Debtors. :
: :
-----X

BRIDGE ORDER UNDER 11 U.S.C. §§ 363 AND 553 AUTHORIZING (I) CONTINUED
MAINTENANCE OF EXISTING BANK ACCOUNTS, (II) CONTINUED USE OF EXISTING
CASH MANAGEMENT SYSTEM, (III) CONTINUED USE OF EXISTING BUSINESS
FORMS, (IV) PRESERVATION AND EXERCISE OF INTERCOMPANY
SETOFF RIGHTS, AND (V) GRANT OF ADMINISTRATIVE PRIORITY
STATUS FOR POSTPETITION INTERCOMPANY TRANSACTIONS

("CASH MANAGEMENT BRIDGE ORDER")

Upon the motion for (I) Order Scheduling Expedited Hearing on "First Day Motions" and
(II) Bridge Orders, dated October 8, 2005 (the "Expedited Hearing Motion"), of Delphi
Corporation ("Delphi") and certain of its subsidiaries and affiliates,¹ debtors and debtors-in-

¹ In addition to Delphi, the following entities are debtors in these related cases: ASEC
Manufacturing General Partnership, ASEC Sales General Partnership, Aspire, Inc., Delco
Electronics Overseas Corporation, Delphi Automotive Systems (Holding), Inc., Delphi
Automotive Systems Global (Holding), Inc., Delphi Automotive Systems Human
Resources LLC, Delphi Automotive Systems International, Inc., Delphi Automotive
Systems Korea, Inc., Delphi Automotive Systems LLC, Delphi Automotive Systems
Overseas Corporation, Delphi Automotive Systems Risk Management Corp., Delphi
Automotive Systems Services LLC, Delphi Automotive Systems Tennessee, Inc., Delphi
Automotive Systems Thailand, Inc., Delphi China LLC, Delphi Connection Systems,
Delphi Diesel Systems Corp., Delphi Electronics (Holding) LLC, Delphi Foreign Sales
Corporation, Delphi Integrated Service Solutions, Inc., Delphi International Holdings
Corp., Delphi International Services, Inc., Delphi Liquidation Holding Company, Delphi
LLC, Delphi Mechatronic Systems, Inc., Delphi Medical Systems Colorado Corporation,
Delphi Medical Systems Corporation, Delphi Medical Systems Texas Corporation,
Delphi NY Holding Corporation, Delphi Services Holding Corporation, Delphi
Technologies, Inc., DREAL, Inc., Environmental Catalysts, LLC, Exhaust Systems
Corporation, Packard Hughes Interconnect Company, Specialty Electronics, Inc., and
Specialty Electronics International Ltd.

possession in the above-captioned cases (collectively, the "Debtors"), seeking, among other things, entry of a bridge order granting the relief requested in the Debtors' Motion For Order Under 11 U.S.C. § 363 And 553 Authorizing (I) Continued Maintenance Of Existing Bank Accounts, (II) Continued Use Of Existing Cash Management Systems, (III) Continued Use Of Existing Business Forms, (IV) Preservation And Exercise Of Intercompany Setoff Rights, And (V) Grant Of Administrative Priority Status For Postpetition Intercompany Transactions, dated October 8, 2005 (the "Motion"), on an interim basis pending this Court's disposition of the Motion on its merits after notice and a hearing; and this Court having determined that it has jurisdiction over the matters raised in the Expedited Hearing Motion and the Motion pursuant to 28 U.S.C. §§ 157 and 1334, this is a core proceeding under 28 U.S.C. § 157(b)(2), and the relief requested in the Expedited Hearing Motion and the Motion is essential to the continued operations of the Debtors' businesses and is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Expedited Hearing Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

A. Maintenance Of Bank Accounts.

1. Pursuant to section 363 of the Bankruptcy Code, the Debtors, in their discretion, are authorized and empowered to: (a) designate, maintain, and continue to use any and all of their respective miscellaneous depository, receipt, concentration, payroll disbursement, and nonpayroll disbursement accounts (collectively, the "Prepetition Bank Accounts" or "Bank Accounts") in existence as of October 8, 2005 (the "Petition Date"), with the same account numbers, including, without limitation, the accounts identified in Exhibit A attached to the Motion at the financial institutions identified therein (collectively, the "Banks"), irrespective of whether such financial institutions are designated depositories in the Southern District of New York and (b) treat the Bank Accounts for all purposes as accounts of the Debtors in their capacity as debtors-in-possession.

B. Use Of Business Forms

2. The Debtors have agreed to alter their business checks to insert the legend "Debtor-in-Possession" as soon as practicable during the existence of this bridge Order.

C. Cash Management Systems

3. The Debtors are authorized to continue to use their existing cash management systems, as generally delineated in the flow charts attached as Exhibit B to the Motion, and shall maintain through the use thereof detailed records reflecting all transfers of funds, including intercompany services and corresponding transfers among appropriate intercompany accounts (collectively, the "Intercompany Transactions"), under the terms and conditions provided for by the existing agreements with the institutions participating in the Debtors' cash management systems, except as modified by this Order. In connection with the ongoing utilization of their cash management systems, the Debtors shall continue to maintain records with respect to all transfers of cash so that all transactions, including Intercompany Transactions, may be readily ascertained, traced, and recorded properly on applicable intercompany accounts.
4. After the Petition Date, and subject to the terms of this Order, all banks at which the Bank Accounts are maintained are authorized and directed to continue to administer the Bank Accounts as such accounts were maintained prepetition, without interruption and in the usual and ordinary course, and to pay any and all checks, wire transfers, automated clearing house ("ACH") transfers, electronic fund transfers, or other items presented, issued, or drawn on the Bank Accounts; provided, however, that unless otherwise ordered by this Court, no checks, drafts, ACH transfers (excluding any ACH transfer the banks are obligated to settle), or other items presented, issued, or drawn on the Bank Accounts prior to the Petition Date shall be honored.
5. Each Bank at which a disbursement account is maintained shall implement reasonable handling procedures designed to effectuate the terms of this Order. No Bank that implements such handling procedures and then honors a prepetition check or other item drawn on any account that is the subject of this Order either (a) at the direction of the Debtors to honor such prepetition check or item or (b) in good faith belief that this Court has authorized such prepetition check or item to be honored or (c) as a result of an innocent mistake made despite implementation of such handling procedures, shall be deemed to be liable to the Debtors or their estates or otherwise in violation of this Order.
6. Subject to the provisions of this Order, the banks are authorized and directed to honor all representations from the Debtors as to which checks

should be honored or dishonored and any final payment made by a Bank prior to the Petition Date (including any ACH transfer the banks are or become obligated to settle) against any of the Bank Accounts, or any instrument issued by a Bank on behalf of any Debtor pursuant to a "midnight deadline" or otherwise, shall be deemed to be paid prepetition, whether or not actually debited from the Bank Accounts prepetition.

7. All third party service providers with whom the Debtors directly or indirectly have contracted to provide services in connection with the operation of their cash management systems are authorized and directed to continue to provide to the Debtors those services they provided prior to the Petition Date until further order of this Court.
8. The Debtors are authorized, from and after the Petition Date, to continue to engage in the Intercompany Transactions in the ordinary course of the Debtors' businesses.
9. All intercompany claims for trade indebtedness and intercompany loans incurred in the ordinary course of business by and among the Debtors and any of their non-Debtor affiliates arising after the Petition Date are accorded administrative priority status pursuant to section 507(a)(1) of the Bankruptcy Code.
10. The Debtors are hereby authorized to execute any additional documents as may be required to carry out the intent and purpose of this Order.
11. This Order is effective only through the conclusion of the first-day motion hearing, unless otherwise extended by the case-assigned Judge. This Court's ultimate disposition of the Motion shall not impair any action taken pursuant to this Order.
12. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.
13. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York
October 8, 2005

s/ Arthur J. Gonzalez
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT F

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----x
In re : Chapter 11
DELPHI CORPORATION, et al., : Case No. 05-44481
Debtors. :
-----x

BRIDGE ORDER UNDER 11 U.S.C. § 345
AUTHORIZING CONTINUED USE OF EXISTING INVESTMENT GUIDELINES
("INVESTMENT GUIDELINES BRIDGE ORDER")

Upon the motion for (I) Order Scheduling Expedited Hearing on "First Day Motions" and (II) Bridge Orders, dated October 8, 2005 (the "Expedited Hearing Motion"), of Delphi Corporation (Delphi) and certain of its subsidiaries and affiliates,¹ debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), seeking, among other things, entry of a bridge order granting the relief requested in the Debtors' Motion For Order Under 11 U.S.C. § 345 Authorizing Continued Use Of Existing Investment Guidelines dated

¹ In addition to Delphi, the following entities are debtors in these related cases: ASEC Manufacturing General Partnership, ASEC Sales General Partnership, Aspire, Inc., Delco Electronics Overseas Corporation, Delphi Automotive Systems (Holding), Inc., Delphi Automotive Systems Global (Holding), Inc., Delphi Automotive Systems Human Resources LLC, Delphi Automotive Systems International, Inc., Delphi Automotive Systems Korea, Inc., Delphi Automotive Systems LLC, Delphi Automotive Systems Overseas Corporation, Delphi Automotive Systems Risk Management Corp., Delphi Automotive Systems Services LLC, Delphi Automotive Systems Tennessee, Inc., Delphi Automotive Systems Thailand, Inc., Delphi China LLC, Delphi Connection Systems, Delphi Diesel Systems Corp., Delphi Electronics (Holding) LLC, Delphi Foreign Sales Corporation, Delphi Integrated Service Solutions, Inc., Delphi International Holdings Corp., Delphi International Services, Inc., Delphi Liquidation Holding Company, Delphi LLC, Delphi Mechatronic Systems, Inc., Delphi Medical Systems Colorado Corporation, Delphi Medical Systems Corporation, Delphi Medical Systems Texas Corporation, Delphi NY Holding Corporation, Delphi Services Holding Corporation, Delphi Technologies, Inc., DREAL, Inc., Environmental Catalysts, LLC, Exhaust Systems Corporation, Packard Hughes Interconnect Company, Specialty Electronics, Inc., and Specialty Electronics International Ltd.

October 8, 2005 (the "Motion"), on an interim basis pending this Court's disposition of the Motion on its merits after notice and a hearing; and this Court having determined that it has jurisdiction over the matters raised in the Expedited Hearing Motion and the Motion pursuant to 28 U.S.C. §§ 157 and 1334, this is a core proceeding under 28 U.S.C. § 157(b)(2), and the relief requested in the Expedited Hearing Motion and the Motion is essential to the continued operations of the Debtors' businesses and is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Expedited Hearing Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. Cause exists for waiving the investment and deposit requirements set forth in section 345(b) of title 11 of the United States Code, 11 U.S.C. §§ 101-1330 (as amended, the "Bankruptcy Code"), and the Debtors' obligation to comply with that section is hereby waived. The Debtors are authorized to continue to invest monies of their estates in accordance with their existing investment guidelines attached to the Motion as Exhibit A (the "Investment Guidelines"). Pursuant to the Investment Guidelines, the Debtors will continue to invest their cash in their sole discretion in accordance with the Investment Guidelines and in accordance with section 345 of the Bankruptcy Code.

2. The Debtors' compliance with the Investment Guidelines shall be deemed to constitute compliance with section 345 of the Bankruptcy Code and the Debtors are relieved of the obligations under section 345(b) of the Bankruptcy Code to obtain a bond from any entity with which money is deposited or invested in accordance with the Investment Guidelines.

3. The Debtors are hereby authorized to execute any additional documents as may be required to carry out the intent and purpose of this Order.

4. This Order is effective only through the conclusion of the first-day motion hearing, unless otherwise extended by the case-assigned Judge. This Court's ultimate disposition of the Motion shall not impair any action taken pursuant to this Order.

5. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

6. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York
October 8, 2005

s/ Arthur J. Gonzalez
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT G

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----x
: In re : Chapter 11
: :
: DELPHI CORPORATION, et al., : Case No. 05-44481
: :
: Debtors. :
: :
-----x

BRIDGE ORDER UNDER 11 U.S.C. §§ 105(a), 363, 507, 1107, AND 1108 (I)
AUTHORIZING DEBTORS TO PAY PREPETITION WAGES AND SALARIES TO
EMPLOYEES AND INDEPENDENT CONTRACTORS,
(II) AUTHORIZING DEBTORS TO PAY PREPETITION BENEFITS AND CONTINUE
MAINTENANCE OF HUMAN CAPITAL BENEFIT PROGRAMS IN ORDINARY COURSE,
AND (III) DIRECTING BANKS TO HONOR PREPETITION CHECKS FOR
PAYMENT OF PREPETITION HUMAN CAPITAL OBLIGATIONS

("HUMAN CAPITAL OBLIGATIONS BRIDGE ORDER")

Upon the motion for (I) Order Scheduling Expedited Hearing on "First Day
Motions" and (II) Bridge Orders, dated October 8, 2005 (the "Expedited Hearing Motion"), of
Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates,¹ debtors and debtors-

¹ In addition to Delphi, the following entities are debtors in these related cases: ASEC Manufacturing General Partnership, ASEC Sales General Partnership, Aspire, Inc., Delco Electronics Overseas Corporation, Delphi Automotive Systems (Holding), Inc., Delphi Automotive Systems Global (Holding), Inc., Delphi Automotive Systems Human Resources LLC, Delphi Automotive Systems International, Inc., Delphi Automotive Systems Korea, Inc., Delphi Automotive Systems LLC, Delphi Automotive Systems Overseas Corporation, Delphi Automotive Systems Risk Management Corp., Delphi Automotive Systems Services LLC, Delphi Automotive Systems Tennessee, Inc., Delphi Automotive Systems Thailand, Inc., Delphi China LLC, Delphi Connection Systems, Delphi Diesel Systems Corp., Delphi Electronics (Holding) LLC, Delphi Foreign Sales Corporation, Delphi Integrated Service Solutions, Inc., Delphi International Holdings Corp., Delphi International Services, Inc., Delphi Liquidation Holding Company, Delphi LLC, Delphi Mechatronic Systems, Inc., Delphi Medical Systems Colorado Corporation, Delphi Medical Systems Corporation, Delphi Medical Systems Texas Corporation, Delphi NY Holding Corporation, Delphi Services Holding Corporation, Delphi Technologies, Inc., DREAL, Inc., Environmental Catalysts, LLC, Exhaust Systems

in-possession in the above-captioned cases (collectively, the "Debtors"), seeking, among other things, entry of a bridge order under sections 105(a), 363, 507, 1107, and 1108 of title 11 of the United States Code, 11 U.S.C. §§ 101 – 1330 (as amended, the "Bankruptcy Code"), granting the relief requested in the Debtors' Motion For Order Under 11 U.S.C. §§ 105(a), 363, 507, 1107, and 1108 (I) Authorizing Debtors To Pay Prepetition Wages And Salaries To Employees And Independent Contractors, (II) Authorizing Debtors To Pay Prepetition Benefits And Continue Maintenance Of Human Capital Benefit Programs In Ordinary Course, And (III) Directing Banks To Honor Prepetition Checks For Payment Of Prepetition Human Capital Obligations, dated October 8, 2005 (the "Motion"), on an interim basis pending this Court's disposition of the Motion on its merits after notice and a hearing; and this Court having determined that it has jurisdiction over the matters raised in the Expedited Hearing Motion and the Motion pursuant to 28 U.S.C. §§ 157 and 1334, this is a core proceeding under 28 U.S.C. § 157(b)(2), and the relief requested in the Expedited Hearing Motion and the Motion is essential to the continued operations of the Debtors' businesses and is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Expedited Hearing Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Debtors are authorized but not directed to pay or otherwise honor the Debtors' various human capital benefit plans and programs, the most significant of which are described in the Motion (collectively, the "Prepetition Human Capital Obligations"), as described in the Motion, to, or for the benefit of, the Debtors' domestic active and inactive employees, any

Corporation, Packard Hughes Interconnect Company, Specialty Electronics, Inc., and Specialty Electronics International Ltd.

independent contractors, including those provided by employee supplier agreements, who currently are under formal or informal contracts (collectively, and solely for the purposes of the Motion, the "Employees"), and those prepetition claims on account of health and pension benefits to be provided to any of the Debtors' retirees and their surviving spouses (collectively, the "Retirees"), and to continue each of the foregoing Employee programs in the ordinary course of business; provided, however, that such payment, continuance of such Employee program, other honoring of such Prepetition Human Capital Obligations, or entry of this Order shall not make such obligations administrative expenses of the estates entitled to priority status under sections 503 and 507 of the Bankruptcy Code.

2. The financial institutions upon which any checks are drawn in payment of the Prepetition Human Capital Obligations, either before, on, or after the date on which the Debtors filed these chapter 11 cases, are hereby authorized and directed to honor, upon presentation, any such checks.

3. Such financial institutions are authorized and directed to rely upon the representations of the Debtors as to which checks are in payment of the Prepetition Human Capital Obligations.

4. The Debtors may pay all federal, state, local, and foreign income withholding, payroll, employment, unemployment, social security, and similar taxes (including, but not limited to, taxes relating to the Federal Insurance Contributions Act ("FICA")) whether withheld from Employees' wages or paid directly by the Debtors to governmental authorities, as well as other Employee withholdings including, but not limited to, pension plan contributions, union dues, charitable contributions, and garnishment contributions, if any.

5. The Debtors are authorized but not directed to pay any and all costs incident to maintaining or paying third parties to maintain and provide record-keeping relating to the various Employee benefit programs and any trusts related thereto that may be outstanding as of the Petition Date in the ordinary course of business.

6. Any party receiving payment from the Debtors is authorized and directed to rely upon the representations of the Debtors as to which payments are authorized by this Order.

7. Neither the provisions of this Order, nor any payments made by the Debtors pursuant to the Motion or this Order, shall be deemed to change the classification of any claim or to in any way change the rights or create new rights of any Employee or other person, including, without limitation, the creation of any right to payment entitled to administrative expense priority pursuant to sections 503 and 507 of the Bankruptcy Code.

8. Notwithstanding any provision of the Bankruptcy Code or the Federal Rules of Bankruptcy Procedure to the contrary, this Order shall take effect immediately upon signature.

9. This Order is effective only through the conclusion of the first-day motion hearing, unless otherwise extended by the case-assigned Judge. This Court's ultimate disposition of the Motion shall not impair any action taken pursuant to this Order.

10. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

11. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York
October 8, 2005

s/ Arthur J. Gonzalez
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT H

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----x
In re : Chapter 11
DELPHI CORPORATION, et al., : Case No. 05-44481
Debtors. :
-----x

BRIDGE ORDER UNDER 11 U.S.C. §§ 361, 362, AND 363 AUTHORIZING USE OF
CASH
COLLATERAL AND ADEQUATE PROTECTION TO PREPETITION SECURED
PARTIES

("CASH COLLATERAL BRIDGE ORDER")

Upon the motion for (I) Order Scheduling Expedited Hearing on "First
Day Motions" and (II) Bridge Orders, dated October 8, 2005 (the "Expedited Hearing
Motion"), of Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates,¹

¹ In addition to Delphi, the following entities are debtors in these related cases:
ASEC Manufacturing General Partnership, ASEC Sales General Partnership,
Aspire, Inc., Delco Electronics Overseas Corporation, Delphi Automotive
Systems (Holding), Inc., Delphi Automotive Systems Global (Holding), Inc.,
Delphi Automotive Systems Human Resources LLC, Delphi Automotive Systems
International, Inc., Delphi Automotive Systems Korea, Inc., Delphi Automotive
Systems LLC, Delphi Automotive Systems Overseas Corporation, Delphi
Automotive Systems Risk Management Corp., Delphi Automotive Systems
Services LLC, Delphi Automotive Systems Tennessee, Inc., Delphi Automotive
Systems Thailand, Inc., Delphi China LLC, Delphi Connection Systems, Delphi
Diesel Systems Corp., Delphi Electronics (Holding) LLC, Delphi Foreign Sales
Corporation, Delphi Integrated Service Solutions, Inc., Delphi International
Holdings Corp., Delphi International Services, Inc., Delphi Liquidation Holding
Company, Delphi LLC, Delphi Mechatronic Systems, Inc., Delphi Medical
Systems Colorado Corporation, Delphi Medical Systems Corporation, Delphi
Medical Systems Texas Corporation, Delphi NY Holding Corporation, Delphi
Services Holding Corporation, Delphi Technologies, Inc., DREAL, Inc.,
Environmental Catalysts, LLC, Exhaust Systems Corporation, Packard Hughes
Interconnect Company, Specialty Electronics, Inc., and Specialty Electronics
International Ltd.

debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), seeking, among other things, entry of a bridge order under sections 361, 362, and 363 of title 11 of the United States Code, 11 U.S.C. §§ 101 – 1330 (as amended, the "Bankruptcy Code"), granting the relief requested in the Debtors' Motion For Orders Under U.S.C. §§ 361, 362, 363, 364(c), And 364(d) (I) Authorizing Debtors To Obtain Secured Postpetition Financing On A Superpriority Secured And Priming Basis, (II) Authorizing Use Of Cash Collateral, (III) Granting Adequate Protection To Prepetition Lenders, (IV) Granting Interim Relief, And (V) Scheduling A Final Hearing Under Fed. R. Bankr. P. 4001(c) dated October 8, 2005 (the "Motion"), on an interim basis pending this Court's disposition of the Motion on its merits after notice and a hearing; and this Court having determined that it has jurisdiction over the matters raised in the Expedited Hearing Motion and the Motion pursuant to 28 U.S.C. §§ 157 and 1334, this is a core proceeding under 28 U.S.C. § 157(b)(2), and the relief requested in the Expedited Hearing Motion and the Motion is essential to the continued operations of the Debtors' businesses and is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Expedited Hearing Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Debtors are authorized to use the cash collateral and all other collateral of the prepetition secured lenders solely in the ordinary course of business in order to maintain and finance their ongoing operations in the ordinary course of their business.

2. The prepetition secured lenders are hereby granted, as adequate protection for any diminution in the value of their interest in Debtors' property, including the cash collateral, a replacement lien on all property of the Debtors acquired after the date of filing of the chapter 11 petitions (the "Petition Date") that would have constituted "Collateral" (as defined in the prepetition loan documents) but for the operation of section 552(a) of the Bankruptcy Code as to which the prepetition liens of the secured lenders were properly perfected prior to the Petition Date and which replacement liens shall be deemed perfected as of the entry of this Order without the necessity of any further action by any party.

3. The Debtors are hereby authorized to execute any additional documents as may be required to carry out the intent and purpose of this Order.

4. Notwithstanding any provision of the Bankruptcy Code or the Federal Rules of Bankruptcy Procedure to the contrary, this Order shall take effect immediately upon signature.

5. This Order is effective only through the conclusion of the first-day motion hearing, unless otherwise extended by the case-assigned Judge. This Court's ultimate disposition of the Motion shall not impair any action taken pursuant to this Order.

6. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

7. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for

the service and filing of a separate memorandum of law is deemed satisfied by the

Motion.

Dated: New York, New York
October 8, 2005

s/ Arthur J. Gonzalez
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT I

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re : Chapter 11
DELPHI CORPORATION, et al., : Case No. 05-44481
Debtors. :
-----X

BRIDGE ORDER UNDER 11 U.S.C. §§ 105, 363, 1107, AND 1108 AND FED. R.
BANKR. P. 4001 AUTHORIZING DEBTORS TO ENTER INTO, CONTINUE
PERFORMANCE UNDER,
AND PROVIDE CREDIT SUPPORT UNDER DERIVATIVE CONTRACTS

("DERIVATIVE CONTRACTS BRIDGE ORDER")

Upon the motion for (I) Order Scheduling Expedited Hearing on "First
Day Motions" and (II) Bridge Orders, dated October 8, 2005 (the "Expedited Hearing
Motion"), of Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates,¹

¹ In addition to Delphi, the following entities are debtors in these related cases:
ASEC Manufacturing General Partnership, ASEC Sales General Partnership,
Aspire, Inc., Delco Electronics Overseas Corporation, Delphi Automotive
Systems (Holding), Inc., Delphi Automotive Systems Global (Holding), Inc.,
Delphi Automotive Systems Human Resources LLC, Delphi Automotive Systems
International, Inc., Delphi Automotive Systems Korea, Inc., Delphi Automotive
Systems LLC, Delphi Automotive Systems Overseas Corporation, Delphi
Automotive Systems Risk Management Corp., Delphi Automotive Systems
Services LLC, Delphi Automotive Systems Tennessee, Inc., Delphi Automotive
Systems Thailand, Inc., Delphi China LLC, Delphi Connection Systems, Delphi
Diesel Systems Corp., Delphi Electronics (Holding) LLC, Delphi Foreign Sales
Corporation, Delphi Integrated Service Solutions, Inc., Delphi International
Holdings Corp., Delphi International Services, Inc., Delphi Liquidation Holding
Company, Delphi LLC, Delphi Mechatronic Systems, Inc., Delphi Medical
Systems Colorado Corporation, Delphi Medical Systems Corporation, Delphi
Medical Systems Texas Corporation, Delphi NY Holding Corporation, Delphi
Services Holding Corporation, Delphi Technologies, Inc., DREAL, Inc.,
Environmental Catalysts, LLC, Exhaust Systems Corporation, Packard Hughes
Interconnect Company, Specialty Electronics, Inc., and Specialty Electronics
International Ltd.

debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), seeking, among other things, entry of a bridge order under sections 105, 363, 1107, and 1108 of title 11 of the United States Code, 11 U.S.C. §§ 101- 1330 (as amended, the "Bankruptcy Code"), granting the relief requested in the Debtors' Motion For Order Under 11 U.S.C. §§ 105, 363, 1107, And 1108 And Fed. R. Bankr. P. 4001 Authorizing Debtors To Enter Into, Continue Performance Under, And Provide Credit Support Under Derivative Contracts dated October 8, 2005 (the "Motion"), on an interim basis pending this Court's disposition of the Motion on its merits after notice and a hearing; and this Court having determined that it has jurisdiction over the matters raised in the Expedited Hearing Motion and the Motion pursuant to 28 U.S.C. §§ 157 and 1334, this is a core proceeding under 28 U.S.C. § 157(b)(2), and the relief requested in the Expedited Hearing Motion and the Motion is essential to the continued operations of the Debtors' businesses and is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Expedited Hearing Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. Pursuant to sections 105, 363, 1107, and 1108 of the Bankruptcy Code, the Debtors are authorized but not directed to honor their existing prepetition financial contracts, the values of which are based on the price of a traditional security such as a stock or bond, as asset such as a commodity or currency, or a market index (collectively, the "Derivative Contracts") in accordance with their past practices, and to

continue "rolling over," adjusting and settling, from time to time, Derivative Contracts, without further order of this Court.

2. Pursuant to sections 105, 363, 1107, and 1108 of the Bankruptcy Code, the Debtors are authorized but not directed to perform all such other actions necessary or appropriate to implement, execute, and perform under the Derivative Contracts, including, but not limited to, posting collateral or margin, and delivery of settlement, on account of Derivative Contracts, without further order of this Court. Notwithstanding any provision of the Bankruptcy Code or the Federal Rules of Bankruptcy Procedure to the contrary, this Order shall take effect immediately upon signature.

3. This Order is effective only through the conclusion of the first-day motion hearing, unless otherwise extended by the case-assigned Judge. This Court's ultimate disposition of the Motion shall not impair any action taken pursuant to this Order.

4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

5. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York
October 8, 2005

s/ Arthur J. Gonzalez
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT J

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re : Chapter 11
DELPHI CORPORATION, et al., : Case No. 05-44481
Debtors. :
-----X

BRIDGE ORDER UNDER 11 U.S.C. §§ 105(a), 363, 1107, AND 1108
AUTHORIZING THE DEBTORS TO HONOR PREPETITION OBLIGATIONS TO
CUSTOMERS AND TO OTHERWISE CONTINUE CUSTOMER PROGRAMS
IN ORDINARY COURSE OF BUSINESS

("CUSTOMER PROGRAMS BRIDGE ORDER")

Upon the motion for (I) Order Scheduling Expedited Hearing on "First Day
Motions" and (II) Bridge Orders, dated October 8, 2005 (the "Expedited Hearing Motion"), of
Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates,¹ debtors and debtors-
in-possession in the above-captioned cases (collectively, the "Debtors"), seeking, among other

¹ In addition to Delphi, the following entities are debtors in these related cases: ASEC Manufacturing General Partnership, ASEC Sales General Partnership, Aspire, Inc., Delco Electronics Overseas Corporation, Delphi Automotive Systems (Holding), Inc., Delphi Automotive Systems Global (Holding), Inc., Delphi Automotive Systems Human Resources LLC, Delphi Automotive Systems International, Inc., Delphi Automotive Systems Korea, Inc., Delphi Automotive Systems LLC, Delphi Automotive Systems Overseas Corporation, Delphi Automotive Systems Risk Management Corp., Delphi Automotive Systems Services LLC, Delphi Automotive Systems Tennessee, Inc., Delphi Automotive Systems Thailand, Inc., Delphi China LLC, Delphi Connection Systems, Delphi Diesel Systems Corp., Delphi Electronics (Holding) LLC, Delphi Foreign Sales Corporation, Delphi Integrated Service Solutions, Inc., Delphi International Holdings Corp., Delphi International Services, Inc., Delphi Liquidation Holding Company, Delphi LLC, Delphi Mechatronic Systems, Inc., Delphi Medical Systems Colorado Corporation, Delphi Medical Systems Corporation, Delphi Medical Systems Texas Corporation, Delphi NY Holding Corporation, Delphi Services Holding Corporation, Delphi Technologies, Inc., DREAL, Inc., Environmental Catalysts, LLC, Exhaust Systems Corporation, Packard Hughes Interconnect Company, Specialty Electronics, Inc., and Specialty Electronics International Ltd.

things, entry of a bridge order granting the relief requested in the granting the relief requested in the Debtors' Motion For Order Under 11 U.S.C. §§ 105(a), 363, 1107, and 1108 Authorizing Debtors To Honor Prepetition Obligations To Customers And To Otherwise Continue Customer Programs In Ordinary Course Of Business dated October 8, 2005 (the "Motion"), on an interim basis pending this Court's disposition of the Motion on its merits after notice and a hearing; and this Court having determined that it has jurisdiction over the matters raised in the Expedited Hearing Motion and the Motion pursuant to 28 U.S.C. §§ 157 and 1334, this is a core proceeding under 28 U.S.C. § 157(b)(2), and the relief requested in the Expedited Hearing Motion and the Motion is essential to the continued operations of the Debtors' businesses and is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Expedited Hearing Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Debtors be, and they hereby are, authorized but not directed in their business judgment, to perform certain of their prepetition obligations related to certain customer programs (collectively, the "Customer Programs") as they determine advisable.
2. Nothing contained in the Motion or in this Order shall be deemed to constitute an approval, assumption or rejection of any executory contract or agreement between the Debtors and any third party.
3. Nothing contained in the Motion or in this Order shall constitute, or shall be construed as, an admission by the Debtors that the full term of the Debtors' prepetition warranty programs which provide that the components supplied to the Debtors' original equipment manufacturer ("OEM") customers and integrated into such customers' products, or the

service parts supplied to the Debtors' original equipment manufacturer customers, will be, inter alia, free from defects in material and workmanship is enforceable.

4. Notwithstanding the relief granted herein and any actions taken hereunder, nothing herein shall create, nor is intended to create, any rights in favor of, or enhance the status of any claim held by, any person.

5. This Order is effective only from the date of entry through the conclusion of the first-day motion hearing, unless otherwise extended by the case-assigned Judge. This Court's ultimate disposition of the Motion shall not impair any action taken pursuant to this Order.

6. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

7. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York
October 8, 2005

s/ Arthur J. Gonzalez
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT K

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----x
In re : Chapter 11
DELPHI CORPORATION, et al., : Case No. 05-44481
Debtors. :
-----x

BRIDGE ORDER UNDER 11 U.S.C. § 503(b) CONFIRMING GRANT OF
ADMINISTRATIVE EXPENSE STATUS TO OBLIGATIONS
ARISING FROM POSTPETITION DELIVERY OF GOODS AND AUTHORIZING
DEBTORS TO PAY SUCH OBLIGATIONS IN ORDINARY COURSE OF BUSINESS

("ADMINISTRATIVE EXPENSE BRIDGE ORDER")

Upon the motion for (I) Order Scheduling Expedited Hearing on "First Day
Motions" and (II) Bridge Orders, dated October 8, 2005 (the "Expedited Hearing Motion"), of
Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates,¹ debtors and debtors-
in-possession in the above-captioned cases (collectively, the "Debtors"), seeking, among other
things, entry of a bridge order under sections 503(b) of title 11 of the United States Code, 11

¹ In addition to Delphi, the following entities are debtors in these related cases: ASEC
Manufacturing General Partnership, ASEC Sales General Partnership, Aspire, Inc., Delco
Electronics Overseas Corporation, Delphi Automotive Systems (Holding), Inc., Delphi
Automotive Systems Global (Holding), Inc., Delphi Automotive Systems Human
Resources LLC, Delphi Automotive Systems International, Inc., Delphi Automotive
Systems Korea, Inc., Delphi Automotive Systems LLC, Delphi Automotive Systems
Overseas Corporation, Delphi Automotive Systems Risk Management Corp., Delphi
Automotive Systems Services LLC, Delphi Automotive Systems Tennessee, Inc., Delphi
Automotive Systems Thailand, Inc., Delphi China LLC, Delphi Connection Systems,
Delphi Diesel Systems Corp., Delphi Electronics (Holding) LLC, Delphi Foreign Sales
Corporation, Delphi Integrated Service Solutions, Inc., Delphi International Holdings
Corp., Delphi International Services, Inc., Delphi Liquidation Holding Company, Delphi
LLC, Delphi Mechatronic Systems, Inc., Delphi Medical Systems Colorado Corporation,
Delphi Medical Systems Corporation, Delphi Medical Systems Texas Corporation,
Delphi NY Holding Corporation, Delphi Services Holding Corporation, Delphi
Technologies, Inc., DREAL, Inc., Environmental Catalysts, LLC, Exhaust Systems
Corporation, Packard Hughes Interconnect Company, Specialty Electronics, Inc., and
Specialty Electronics International Ltd.

U.S.C. §§ 101 - 1330 (as amended the "Bankruptcy Code"), granting the relief requested in the Debtors' Motion For Order Under 11 U.S.C. § 503(b) Confirming Grant Of Administrative Expense Status To Obligations Arising From Postpetition Delivery Of Goods And Authorizing The Debtors To Pay Such Obligations In Ordinary Course Of Business, dated October 8, 2005 (the "Motion"), on an interim basis pending this Court's disposition of the Motion on its merits after notice and a hearing; and this Court having determined that it has jurisdiction over the matters raised in the Expedited Hearing Motion and the Motion pursuant to 28 U.S.C. §§ 157 and 1334, this is a core proceeding under 28 U.S.C. § 157(b)(2), and the relief requested in the Expedited Hearing Motion and the Motion is essential to the continued operations of the Debtors' businesses and is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Expedited Hearing Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The subcontractors, suppliers, and vendors shall have administrative expense priority claims under 11 U.S.C. § 503(b) for those undisputed obligations arising from prepetition purchase orders outstanding on the Petition Date relating to materials, supplies, goods, products, and related items received and accepted by the Debtors on or subsequent to the Petition Date.
2. The Debtors are authorized but not directed to honor or pay those obligations arising from the postpetition delivery of goods ordered by the Debtors before the Petition Date. For purposes of this Order, goods shall be deemed to be delivered to the Debtors postpetition (a) if possession or control of such goods is transferred to the Debtors on or after the Petition Date or (b) if, pursuant to a contract or applicable nonbankruptcy law, risk of loss of such goods passes to the Debtors on or after the Petition Date.

3. The payment of an obligation arising from the Outstanding Orders shall not preclude the Debtors from contesting the validity of such amounts claimed to be due.

4. Notwithstanding any provision of the Bankruptcy Code or the Federal Rules of Bankruptcy Procedure to the contrary, this Order shall take effect immediately upon signature.

5. Nothing contained in the Motion or in this Order shall be deemed to constitute an assumption, adoption, or rejection of any executory contract or agreement between the Debtors and any third party.

6. This Order is effective only through the conclusion of the first-day motion hearing, unless otherwise extended by the case-assigned Judge. This Court's ultimate disposition of the Motion shall not impair any action taken pursuant to this Order.

7. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

8. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York
October 8, 2005

s/ Arthur J. Gonzalez
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT L

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X	
In re	:
	:
DELPHI CORPORATION <u>et al.</u> ,	:
	:
Debtors.	:
	:
-----X	

BRIDGE ORDER UNDER 11 U.S.C. §§ 105(a) AND 363(b) AUTHORIZING (I) PAYMENT
OF PREPETITION OBLIGATIONS TO FOREIGN CREDITORS AND (II) FINANCIAL
INSTITUTIONS TO HONOR AND PROCESS RELATED CHECKS AND TRANSFERS

("FOREIGN CREDITORS BRIDGE ORDER")

Upon the motion for (I) Order Scheduling Expedited Hearing on "First Day Motions" and (II) Bridge Orders, dated October 8, 2005 (the "Expedited Hearing Motion"), of Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates,¹ debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), seeking, among other things, entry of a bridge order under sections 105 and 363 of title 11 of the United States Code,

In addition to Delphi, the following entities are debtors in these related cases: ASEC Manufacturing General Partnership, ASEC Sales General Partnership, Aspire, Inc., Delco Electronics Overseas Corporation, Delphi Automotive Systems (Holding), Inc., Delphi Automotive Systems Global (Holding), Inc., Delphi Automotive Systems Human Resources LLC, Delphi Automotive Systems International, Inc., Delphi Automotive Systems Korea, Inc., Delphi Automotive Systems LLC, Delphi Automotive Systems Overseas Corporation, Delphi Automotive Systems Risk Management Corp., Delphi Automotive Systems Services LLC, Delphi Automotive Systems Tennessee, Inc., Delphi Automotive Systems Thailand, Inc., Delphi China LLC, Delphi Connection Systems, Delphi Diesel Systems Corp., Delphi Electronics (Holding) LLC, Delphi Foreign Sales Corporation, Delphi Integrated Service Solutions, Inc., Delphi International Holdings Corp., Delphi International Services, Inc., Delphi Liquidation Holding Company, Delphi LLC, Delphi Mechatronic Systems, Inc., Delphi Medical Systems Colorado Corporation, Delphi Medical Systems Corporation, Delphi Medical Systems Texas Corporation, Delphi NY Holding Corporation, Delphi Services Holding Corporation, Delphi Technologies, Inc., DREAL, Inc., Environmental Catalysts, LLC, Exhaust Systems Corporation, Packard Hughes Interconnect Company, Specialty Electronics, Inc., and Specialty Electronics International Ltd.

11 U.S.C. §§ 101 – 1330 (as amended the "Bankruptcy Code"), granting the relief requested in the Debtors' Motion For Order Under 11 U.S.C. §§ 105(a) and 363(b) Authorizing (I) Payment Of Prepetition Obligations To Foreign Creditors And (II) Financial Institutions To Honor And Process Related Checks And Transfers Dated October 8, 2005 (the "Motion"), on an interim basis pending this Court's disposition of the Motion on its merits after notice and a hearing; and this Court having determined that it has jurisdiction over the matters raised in the Expedited Hearing Motion and the Motion pursuant to 28 U.S.C. §§ 157 and 1334, this is a core proceeding under 28 U.S.C. § 157(b)(2), and the relief requested in the Expedited Hearing Motion and the Motion is essential to the continued operations of the Debtors' businesses and is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Expedited Hearing Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Debtors are hereby authorized, but not required, to pay, in their discretion and in the ordinary course of business, as and when due, any claim held by a certain vendors, service providers, regulatory agencies, and governments located in foreign jurisdictions (collectively, the "Foreign Creditors"); provided, however, that the terms "Foreign Creditor" and "Foreign Creditors" shall not include foreign vendors, service providers, or other non-governmental entities if such entities are known to have assets within the United States that would be subject to the jurisdiction of this Court and that would be available to satisfy a judgment entered by this Court if such entities were to violate the automatic stay provisions of section 362 of the Bankruptcy Code or otherwise take any action contrary to an order of this Court or the provisions of the Bankruptcy Code; provided, further, however, that,

notwithstanding the foregoing clause, the terms "Foreign Creditor" and "Foreign Creditors" shall include foreign vendors, service providers, or other entities that are located in jurisdictions, including, without limitation, Brazil, where the Debtors' failure to pay such entities' prepetition claims could cause such entity to lose its legal ability to export goods to the Debtors.

2. In return for payment of the Foreign Claims in the ordinary course of business, unless otherwise waived by the Debtors in their sole discretion, the Foreign Creditors are hereby required to continue to provide goods and services to the Debtors on the most favorable terms in effect between such supplier and the Debtors in the twelve months prior to the Petition Date or on such other favorable terms as the Debtors and the Foreign Creditor may otherwise agree ("Customary Trade Terms"). The Customary Trade Terms shall apply for the remaining term of the Foreign Creditor's agreement with the Debtors, as long as the Debtors agree to pay for such goods in accordance with such terms.

3. If any Foreign Creditor accepts payment on account of a prepetition obligation of the Debtors and thereafter does not continue to provide services to the Debtors on Customary Trade Terms, any payments made shall be deemed an avoidable postpetition transfer under section 549 of the Bankruptcy Code and shall be recoverable by the Debtors in cash upon written request. Upon recovery by the Debtors, the claim shall be reinstated as a prepetition claim in the amount so recovered. The Debtors are hereby authorized but not directed to obtain written verification, before issuing payment to a Foreign Creditor, that such Foreign Creditor will, if relevant, continue to provide goods and services to the Debtors on Customary Trade Terms for the remaining term of the Foreign Creditor's agreement with the Debtors; provided,

however, that the absence of such written verification will not limit the Debtors' rights hereunder.

4. All applicable banks and other financial institutions are hereby authorized and required to receive, process, honor, and pay any and all checks and transfer requests evidencing amounts paid by the Debtors under this Order whether presented prior to or after the Petition Date. Such banks and financial institutions are authorized to rely on the representations of the Debtors as to which checks are issued or authorized to be paid pursuant to this Order.

5. Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained herein shall constitute, nor is it intended to constitute, the assumption or adoption of any contract or agreement under 11 U.S.C. § 365.

6. Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained herein shall create, nor is it intended to create, any rights in favor of, or enhance the status of any claim held by, any person.

7. Notwithstanding any provision of the Bankruptcy Code or the Federal Rules of Bankruptcy Procedure to the contrary, this Order shall take effect immediately upon signature.

8. This Order is effective only through the conclusion of the first-day motion hearing, unless otherwise extended by the case-assigned Judge. This Court's ultimate disposition of the Motion shall not impair any action taken pursuant to this Order.

9. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

10. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York
October 8, 2005

s/ Arthur J. Gonzalez
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT M

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re : Chapter 11
DELPHI CORPORATION, et al., : Case No. 05-44481
Debtors. :
-----X

BRIDGE ORDER UNDER 11 U.S.C. §§ 105(a), 363, 364, 1107, AND 1108 AND FED. R.
BANKR. P. 6004 AND 9019 AUTHORIZING CONTINUATION OF VENDOR RESCUE
PROGRAM AND PAYMENT OF PREPETITION CLAIMS OF FINANCIALLY-
DISTRESSED SOLE SOURCE SUPPLIERS AND VENDORS WITHOUT CONTRACTS

("ESSENTIAL SUPPLIERS BRIDGE ORDER")

Upon the motion for (I) Order Scheduling Expedited Hearing on "First Day
Motions" and (II) Bridge Orders, dated October 8, 2005 (the "Expedited Hearing Motion"), of
Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates,¹ debtors and debtors-
in-possession in the above-captioned cases (collectively, the "Debtors"), seeking, among other

¹ In addition to Delphi, the following entities are debtors in these related cases: ASEC Manufacturing General Partnership, ASEC Sales General Partnership, Aspire, Inc., Delco Electronics Overseas Corporation, Delphi Automotive Systems (Holding), Inc., Delphi Automotive Systems Global (Holding), Inc., Delphi Automotive Systems Human Resources LLC, Delphi Automotive Systems International, Inc., Delphi Automotive Systems Korea, Inc., Delphi Automotive Systems LLC, Delphi Automotive Systems Overseas Corporation, Delphi Automotive Systems Risk Management Corp., Delphi Automotive Systems Services LLC, Delphi Automotive Systems Tennessee, Inc., Delphi Automotive Systems Thailand, Inc., Delphi China LLC, Delphi Connection Systems, Delphi Diesel Systems Corp., Delphi Electronics (Holding) LLC, Delphi Foreign Sales Corporation, Delphi Integrated Service Solutions, Inc., Delphi International Holdings Corp., Delphi International Services, Inc., Delphi Liquidation Holding Company, Delphi LLC, Delphi Mechatronic Systems, Inc., Delphi Medical Systems Colorado Corporation, Delphi Medical Systems Corporation, Delphi Medical Systems Texas Corporation, Delphi NY Holding Corporation, Delphi Services Holding Corporation, Delphi Technologies, Inc., DREAL, Inc., Environmental Catalysts, LLC, Exhaust Systems Corporation, Packard Hughes Interconnect Company, Specialty Electronics, Inc., and Specialty Electronics International Ltd.

things, entry of a bridge order under sections 105(a), 363, 364, 1107, And 1108 of title 11 of the United States Code, 11 U.S.C. §§ 101 - 1330 (as amended, the "Bankruptcy Code") granting the relief requested in the Debtors' Motion For Order Under 11 U.S.C. §§ 105(a), 363, 364, 1107, and 1108 and Fed. R. Bankr. P. 6004 and 9019 Authorizing Continuation Of Vendor Rescue Program And Payment Of Prepetition Claims Of Financially-Distressed Sole Source Suppliers And Vendors Without Contracts dated October 8, 2005 (the "Motion"), on an interim basis pending this Court's disposition of the Motion on its merits after notice and a hearing; and this Court having determined that it has jurisdiction over the matters raised in the Expedited Hearing Motion and the Motion pursuant to 28 U.S.C. §§ 157 and 1334, this is a core proceeding under 28 U.S.C. § 157(b)(2), and the relief requested in the Expedited Hearing Motion and the Motion is essential to the continued operations of the Debtors' businesses and is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Expedited Hearing Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Debtors be, and they hereby are, authorized but not directed in the reasonable exercise of their business judgment, to pay all, a portion, or none of the prepetition claims (the "Essential Supplier Claims") owing to certain of the Debtors' suppliers that are essential to the uninterrupted functioning of the Debtors' business operations (the "Essential Suppliers") up to an aggregate amount of \$45 million (the "Interim Essential Supplier Claims Cap") upon such terms and in the manner provided in this Order and subject to the provisions of the Debtors' postpetition financing agreement.

2. The Debtors shall undertake appropriate efforts to cause Essential Suppliers to enter into an agreement with the Debtors substantially similar to Exhibit A to the Motion as a condition of payment of their Essential Supplier Claims, which agreement shall include, but not be limited to, the following terms:

- a. the amount of such Essential Supplier's estimated Essential Supplier Claims, accounting for any setoffs, other credits, and discounts thereto, shall be as mutually determined in good faith by the Essential Supplier and the Debtors (but such amount shall be used only for the purposes of determining such Essential Supplier's claim under this Order and shall not be deemed a claim allowed by this Court and the rights of all interested persons to object to such claim shall be fully preserved until further order of this Court, unless such claim is waived by the Essential Supplier pursuant to the terms of the letter);
- b. MNS-2 payment terms and those other terms and conditions as are embodied in the Delphi's General Terms and Conditions or such other more favorable trade terms, practices, and programs in effect between such supplier and the Debtors in the twelve months prior to the Petition Date (the "Customary Trade Terms") between such Essential Supplier and the Debtors, or such other favorable terms as the Essential Suppliers and the Debtors may agree, and the Essential Supplier's agreement to provide goods and services in accordance with such terms;
- c. the Essential Supplier's agreement to provide goods and services to the Debtors based upon Customary Trade Terms or on such other favorable terms as the Debtors and the Essential Supplier may otherwise agree for a period of no less than the greater of (i) two years from the Petition Date or (ii) the remaining term of the Essential Supplier's agreement with the Debtors and the Debtors' agreement to pay for such goods in accordance with such terms;
- d. the Essential Supplier's agreement not to file or otherwise assert against any or all of the Debtors, their estates, or any other person or entity or any of their respective assets or property (real or personal) any lien (a "Lien"), regardless of the statute or other legal authority upon which such Lien is asserted, related in any way to any remaining prepetition amounts allegedly owed to the Essential Supplier by the Debtors arising from agreements or other arrangements entered into prior to the Petition Date, and, to the extent the Essential Supplier has already obtained or otherwise asserted such a Lien, the Essential Supplier shall take whatever actions are necessary to remove such Lien;

e. the Essential Supplier's acknowledgment that it has reviewed the terms and provisions of the Order and consents to be bound thereby; and

f. the Essential Supplier's agreement that it will not separately seek payment for reclamation claims outside the terms of this Order unless the Essential Supplier's participation in the program to pay Essential Supplier Claims pursuant to this Order is terminated; provided, however, that such reclamation claims shall, if thereafter raised by the Essential Supplier as permitted by this Order, be treated as though raised on the later of (i) the date of this Order and (ii) the date on which the Trade Agreement is executed by both parties.

3. An agreement executed by and between the Debtors and an Essential Supplier as set forth in this paragraph shall be referred to as a "Trade Agreement." This Order is intended to authorize, but shall not require, the Debtors to enter into Trade Agreements, it being the express intention of this Court that the Debtors shall enter into Trade Agreements only when the Debtors determine, in their sole discretion, that it is appropriate to do so.

4. The Debtors are authorized, in their sole discretion, to make payments on account of Essential Supplier Claims in the absence of a Trade Agreement after the Debtors have undertaken diligent efforts to cause the Essential Supplier to execute a Trade Agreement and if the Debtors determine, in their sole discretion, that failure to pay the Essential Supplier Claim is likely to result in irreparable harm to the Debtors' business operations.

5. If an Essential Supplier refuses to supply goods and/or services to the Debtors on Customary Trade Terms following receipt of payment on its Essential Supplier Claim (regardless of whether such Essential Supplier has entered into a Trade Agreement), or fails to comply with any Trade Agreement entered into between such Essential Supplier and the Debtors, then the Debtors may, in their sole discretion and without further order of this Court, (a) declare that any Trade Agreement between the Debtors and such Essential Supplier is terminated (if applicable) and (b) declare that the payments made to the Essential Supplier on account of its

Essential Supplier Claim be deemed to have been made in payment of then-outstanding postpetition claims of such suppliers without further order of this Court or action by any person or entity. In the event that such events occur, an Essential Supplier shall then immediately repay to the Debtors any payment made to it on account of its Essential Supplier Claims to the extent that payments on account of such Essential Supplier Claims exceed the postpetition claims of such suppliers then outstanding without giving effect to any rights of setoff, claims, provision for payment of reclamation or trust fund claims, or otherwise. In the event that a Trade Agreement is terminated or an Essential Supplier refuses to supply goods and/or services to the Debtors on Customary Trade Terms following receipt of payment on its Essential Supplier Claim (regardless of whether such Essential Supplier has entered into a Trade Agreement), it is the explicit intention of this Court to return the parties to their position immediately prior to the entry of this Order with respect to all prepetition claims.

6. The Debtors may, in their sole discretion, reinstate a Trade Agreement if:
 - a. the Debtors determination to terminate a Trade Agreement is subsequently reversed by this Court, after notice and a hearing following a motion by the Essential Supplier, for good cause shown that the determination was materially incorrect;
 - b. the underlying default under the Trade Agreement was fully cured by the Essential Supplier not later than five business days following the Debtors' notification to the Essential Supplier that a default had occurred; or
 - c. the Debtors, in their discretion, reach a favorable alternative agreement with the Essential Supplier.

7. The Debtors are hereby authorized, but not the directed, to elect, in their sole discretion, to waive the conditions of this Order for payment of a claim under the Interim Essential Supplier Claims Cap (the "Waiver") and to conditionally pay the claim of such non-conforming supplier (the "Non-Conforming Supplier"), subject to the following procedures:

a. In the event that the Debtors grant a Waiver to a Non-Conforming Supplier, the Debtors shall file a Notice of Waiver, in substantially the form attached hereto as Exhibit B (the "Notice of Waiver"), and a proposed Order to Show Cause, in substantially the form attached hereto as Exhibit C (the "Order to Show Cause"), with this Court within three business days of the payment pursuant to the Waiver and serve such Notice of Waiver and Order to Show Cause on (i) the Non-Conforming Supplier, (ii) the Office of the United States Trustee, (iii) counsel for the official committee of unsecured creditors appointed in these cases (the "Creditors' Committee"), and (iv) counsel for the agent under Debtors' proposed postpetition credit facility; provided, however, that the Debtors will not be required to file a Notice of Waiver and an Order to Show Cause if, within three business days following the grant of the Waiver, the Creditors' Committee ratifies the Waiver in writing to the Debtors.

b. At the first regularly-scheduled hearing occurring at least five business days following entry of the Order to Show Cause by this Court, the Non-Conforming Supplier shall be required to appear before this Court and demonstrate that such Non-Conforming Supplier should not be held in violation of the automatic stay.

c. Should this Court determine that, by its conduct, the Non-Conforming Supplier has violated the automatic stay, the Non-Conforming Supplier shall be required to disgorge the amount of the payment made by the Debtors pursuant to the Waiver, plus attorneys' fees and interest accrued on such amount at the rate specified under the relevant agreements governing the Debtors' debtor-in-possession credit facility or such other higher rate as this Court specifies, within three business days of entry of the order holding such Non-Conforming Supplier in violation of the automatic stay.

d. Nothing contained herein shall limit the Debtors' right to file any motions, adversary complaints, or other pleadings that they determine in their sole and absolute discretion are necessary or appropriate to pursue other remedies, including, without limitation, injunctive relief.

8. The form of Notice of Waiver attached to the Motion as Exhibit B and the form of Order to Show Cause attached to the Motion as Exhibit C are hereby approved by this Court in all respects for use in accordance with the provisions of the foregoing paragraph.

9. The Debtors are hereby authorized, but not directed, to continue their prepetition vendor rescue program (the "Vendor Rescue Program") in the ordinary course of business, including, without limitation, by providing the following forms of support to those

suppliers (the "Troubled Suppliers") which the Debtors determine, in the exercise of their business judgment, require such support to maintain their operations:

- a. the Debtors may purchase, on behalf of a Troubled Supplier, the raw materials necessary to manufacture the Debtors' parts when a Troubled Supplier lacks the available credit to purchase such materials for its own account;
- b. the Debtors may provide a lump sum subsidy to a Troubled Supplier when the Supplier is faced with an acute short-term economic problem;
- c. the Debtors may lend funds to a Troubled Supplier, either by purchasing a participation in the Troubled Supplier's existing credit facility or by lending funds under a promissory note;
- d. the Debtors may agree to pay their obligations under invoices from a Troubled Supplier on an accelerated basis;
- e. the Debtors may agree to provide the Troubled Supplier with operational assistance, either through the Debtors' own personnel or through use of an outside consulting firm; and
- f. the Debtors may enter into agreements necessary to effectuate the transactions entered into with Troubled Suppliers as part of the Vendor Rescue Program, including, without limitation, accommodation agreements, inventory repurchase agreements, and access agreements.

10. Nothing herein shall be construed to limit, or in any way affect, the Debtors' ability to dispute any Essential Supplier Claim or as a waiver by any of the Debtors of their rights to contest any invoice of an Essential Supplier under applicable non-bankruptcy law.

11. Nothing contained in the Motion or in this Order shall be deemed to constitute an assumption, adoption, or rejection of any executory contract or agreement between the Debtors and any third party or to require the Debtors to make any of the payments authorized herein.

12. Notwithstanding the relief granted herein and any actions taken hereunder, nothing herein shall create, nor is intended to create, any rights in favor of, or enhance the status of any claim held by, any person.

13. Notwithstanding any provision of the Bankruptcy Code or the Federal Rules of Bankruptcy Procedure to the contrary, this Order shall take effect immediately upon signature.

14. This Order is effective only through the conclusion of the first-day motion hearing, unless otherwise extended by the case-assigned Judge. This Court's ultimate disposition of the Motion shall not impair any action taken pursuant to this Order.

15. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

16. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York
October 8, 2005

s/ Arthur J. Gonzalez
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT N

Company	Contact	Address 1	Address 2	City	State	Zip	Country	Fax
Ab Automotive Inc	Steve Weddle Vp	2500 Business Hwy 70 East	PO Box 2240	Smithfield	NC	27577	US	919-934-5186
Abc Group	Clemente Lavie General Manager	Avenue Norte 4 No 7		San Juan Del Rio		76809	Mx	52-427-272-1831
Advanced Micro Devices	Wolfgang Schmitz	Rosenheimer Strabe 143b		Munchen		81671	De	
Afx Industries Llc	Jdavid Sommerville	522 Michigan St		Port Huron	MI	48060	US	810-966-9522
Alba Lamps Inc	Dan Savocchia	5230 N Wesley Ct		Des Plaines	IL	60018	US	847-574-5881
Allegro Microsystems Inc	Deb Mund	2529 Commerce Dr	Ste G	Kokomo	IN	46902	US	765-854-2262
Alpine Electronics Of America Inc	Richard Fradette	421 Emmerson Ave		Greenwood	IN	46143	US	260-461-4516
Alps Automotive Inc	Munekii Mitch Ishida	1500 Atlantic Blvd		Auburn Hills	MI	48326	US	248-391-1564
Aluminum Co Of America	Jeff Lindsey	36555 Corporate Dr	Ste 185 Md2w	Farmington Hills	MI	48331	US	248-489-4345
American Axle & Mfg Inc	Joel Robinson President Bob Finn	One Dauch Dr		Detroit	MI	48211	US	313-974-2870
Analog Devices Inc	James F Graves North American Auto	5128 Wrentham Cove		Fort Wayne	IN	46813	US	260-434-1520
Android Industries	Gary Caldwell	50777 Varsity Court		Wixom	MI	48393	US	810-720-4849
Applied Bio Systems	Ann Wagoner	850 Lincoln Centre Dr		Foster City	CA	94404	US	650-638-5998
Ashimori Industry Co Ltd	Akihiko Imaya Group Deputy Gm	1018 Schrome		Kitachorie Nishiku	OSAKA	550-0014	Jn	81-6-6533-9290
Ats Automation Tooling Sys	John Leulo	17515 West Nine Mile Rd		Southfield	MI	48075	US	248-443-9974
Autocam Corporation	Scott Dekoker	East Paris Ave		Kentwood	MI	49512	US	616-698-6876
Aw Transmission Eng Aisin Seiki Co	Kenji Ito Vp Larry Khaykin	Metro West Industrial Park	14933 Keel St	Plymouth	MI	48170	US	734-416-3844
Balzers Inc	Kent Connell	495 Commerce Dr		Amherst	NY	14228	US	602-284-5409
Bax Global Inc	Joey Carnes Ceo	440 Exchange		Irvine	CA	92602	US	714-442-2900
Behr Hella Thermocontrol	Joe Borruso Ceo	43811 Plymouth Oaks Blvd		Plymouth	MI	48170	US	734-414-0911
Behr Industries Corp	Jan Hoetzel President	1020 Seven Mile Rd		Comstock Pk	MI	49321	US	616-789-9520
Bei Sensors & Systems Co Inc	Attn General Counsel	2700 Systron Dr		Concord	CA	94518	US	925-671-6647
Bend All Manufacturing	Ben Babianbuyer	575 Waydon Dr Rr1		Ayr	ON	NOB1EO	Ca	519-623-4177
Blissfield Mfg Co	Patrick Farver President	626 Depot St		Blissfield	MI	49228	US	517-486-2128
Blue Cross Blue Shield Of Michigan	John Fitzpatrick Gm Control Plan Op	600 Lafayette East		Detroit	MI	48226	US	313-225-6767
Brazeway Inc	Chris Hill Sales Manager	2711 Emaumee St		Adrian	MI	49221	US	517-266-9561
Cadillac Products Automotive Cmpny	John Brinkman	5800 Crooks Ste 100		Troy	MI	48098	US	248-813-8282
Calsonic N America Inc	Tracy Delcampo	27000 Hills Tech Court		Farmington Hills	MI	48331	US	248 848 4850
Camoplast Incorporated	Don Zurek Buyer	2144 Rue King W Ste 110		Sherbrook	QC	J1J 2E8	Ca	(819) 823-8772
Carlisle Engineered Prods	Bruce A Fassett	100 Seventh Ave Ste 100		Chardon	OH	44024	US	734-367-1431
Carolina Forge Company Llc Eft	Tom B Mcginnis Vice President	15309 Baldwin St Ext	PO Box 459	Meaville	PA	16335	US	814-332-8275
Cataler North America Corp	Hironobu Ono	7800 Chihama		Kakegawa-City Shizuoka			JA	81-537-72-2829
Centra Inc	Attn General Counsel	12225 Stephen Rd		Warren	MI	48089	US	586-755-5607
Cherry Corp The	Mark Weier	11200 88th Ave		Pleasant Prairie	WI	53158	US	262-942-6365
Cherry Gmbh	Peter Bauer Executive	Cherrystr 1		Auerbach	BAVARIA		De	49.9643.18.1262
Clarion Corp Of America	Paul S Lachner Sr VP Auto Sales	40200 Grand River Ave	Ste 200	Novi	MI	48375	US	248-991-3101
Cmac Microcircuits Usa Inc	Attn General Counsel	1601 Hill Ave		West Palm Beach	FL	33407	US	561-434-6560
Collins & Aikman Corp	Lewis B Campbell	250 STEPHENSON HIGHWAY		TROY	MI	48083	US	401-421-2878
Cordaflex Sa De Cv	Don Zurek Buyer	Carr Panamericana Km 2306		Corregidora	QA	76900	Mx	442-225-0246
Corning Incorporated	Ron Rogers Regional Sales Manager	50 W Big Beaver Rd		Troy	MI	48084	US	248-680-4715
Corus Lp	Brian McGowan Sales Manager	496 Highway 35 Rr2		Pontypool	ON	LOA 1KO	CA	705-277-9742
Cts Corp	Vinod M Khilnani Cfo	905 West Blvd North		Elkhart	IN	46514	US	574-293-6146
Cyro Industries	Stephen Fett	100 Enterprise Dr	PO Box 5055	Rockaway	NJ	07866	US	973-442-6083
Dae Sung Electric Co Ltd	Sangkyu Kim	743 5 Wonsidong Ansancity		Kyunggido Bi 827		425-090	Sk	(031) 495-4887
Dae Yong Industry Company	Jung Kim Managering Director	Chungwangdong		Shiheungshi		429-850	Sk	82-31-499-3549
Datweiler Ag Gummi Kunststoffe	Attn General Counsel	15500 Wayzeta Blvd Ste 602		Wayzeta	MN	55391	US	843-431-9249
Dayco Products Llc	Tim Hartigan	6120 South Yale Ave	Ste 900	Tulsa	OK	74136	US	918-481-2363
Denso Sales Of California	Masaaki Max Adachi President	3900 Via Oro Ave		Long Beach	CA	90810	US	310-513-7319
Dmc 2 Canada Corporation	Bill Staron	2347 Commercial Dr		Auburn Hills	MI	48326	US	248-340-2471
Dura Automotive Systems	Dave Klein	1016 E 1st St		Gladwin	MI	48624	US	248-299-7544
E I Dupont De Nemours	Carolann Haznedar Vp Sales Mrktng	950 Stephenson Hwy		Troy	MI	48083	US	248-583-8121
Ecobat America Llc	Bob Finn Ceo	2777 Stemmons Freeway	Ste 1800	Dallas	TX	75207	US	214-631-4013
Electric Launch Company Inc	Attn General Counsel	35 South Washington St		Athens	NY	12015	US	518-945-1504
Engelhard Corporation	Barry Perry	101 Wood Ave		Iselin	NJ	08830	US	732-906-0337
Engineered Materials Solutions	Bruce A Lagreca Mrktng Prdct Mngr	39 Perry Ave	PO Box 2410	Attleboro	MA	02703	US	508-342-2115
Essex Group Inc	Richard Fradette Vp Finance	1601 Wall St		Fort Wayne	IN	46801	US	260-461-4516
Federal Mogul	Deanna Labudde	1277 Joe Battle Blvd		Elpaso	TX	79936	US	877-242-5701
Fischer Holding Gmbh	Mr Peter Trick President	1084 Doris Rd		Auburn Hills	MI	48326	US	248-276-1942
Flextronics Intl Asia Pacific	Joe Minville	2 Robbins Rd		Westford	MA	01886	US	978-392-3011
Freescale Semiconductor Inc	Paul Grimme	6501 William Cannon Dr West		Austin	TX	78735	US	512-895-8746
Fujikoki America Inc	Denis Littwin VP Engineering	4040 Bronze Way		Dallas	TX	75237	US	214-330-1015

Company	Contact	Address 1	Address 2	City	State	Zip	Country	Fax
Fujitsu Ten Corporation	Chet Korzeniewski	46029 Five Mile Rd		Plymouth	MI	48170	US	734-414-6660
Furukawa Electric North	Shuzo Mihara Senior Vice President	47677 Galleon Dr		Plymouth	MI	48170	US	734-254-9350
Futaba Corp Of America	Joe M Dorris President	2865 Wall Triana Hwy		Huntsville	AL	35824	US	256-461-7741
General Electric Company	Ted B Opie	Two Towne Square		Southfield	MI	48076	US	248-262-2663
General Motors Corporation	John Devine	300 Renaissance Center	PO Box 300	Detroit	MI	48265	US	517-272-3709
Goodyear Tire & Rubber Co The	Robert Keegan	1144 East Market St		Akron	OH	44316	US	330-796-1145
Grand Rapids Controls Co Llc	Attn General Counsel	825 Northland Dr		Rockford	MI	49341	US	616-866-1373
Hdk America Inc	Scott Wilhelm Vice President	2995b Wall Triana Hwy		Huntsville	AL	35824	US	256-772-3475
Hitachi Automotive		34500 Grand River Ave		Farmington Hills	MI	48335	US	248-474-5097
Hitachi Automotive	Darrell Seitz Senior Acct Mgr	955 Warwick Rd		Harrodsburg	KY	40330	US	248-474-5097
Hitachi Chemical Asia Pacific	Hitachi Chemical Asia Pacific	Bedok Plant 20	Bedock South Rd	Singapore		469277	SG	5455 407
Hitachi Chemical Asia Pacific	Y Yokoya	Loyang Plant 32	Loyang Way	Singapore		508730	SG	5455 407
Hoover Precision Products Inc	Joe Schmenk Ceo	500 Jonesborough Rd		Erwin	TN	37650	US	423 743 8050
Hss Llc	David Bader	5446 Dixie Highway		Saginaw	MI	48601	US	989-777-4818
Hydro Aluminum Adrian	T Wayne Yielding	1607 E Maumee St	PO Box 809	Adrian	MI	49221	US	517-264-2388
Hyo Seong Electric Co Ltd	General Counsel	10473 Yongsuri Junkwanmyun		Pusan		10473	Sk	82-51-728-3698
Ina Usa Corp	Marc Vachon Vp Of Sales	1750 East Big Beaver Rd		Troy	MI	48083	US	248-528-4988
Infineon Technologies	Peter Bauer EVP	PO Box 80 09 49		Munich		81609	DE	49-0-89-234-8-52-02
Infineon Technologies		StMartinStrasse 53		Munich		81669	DE	49-0-89-234-8-52-02
Intermet Corporate	John Rutherford Vice President	5445 Corporate Dr		Troy	MI	48098	US	248-952-2501
Intermetstevensville	Tom Winkle	2800 Yasdick Dr		Stevensville	MI	49127	US	248-952-1512
International Rectifier	Janice Frank	1761 E Lincoln Rd		Kokomo	IN	46902	US	765-453-5583
International Resistive Co	Attn General Counsel	4222 South Staples St		Corpus Christie	TX	78411	US	361-992-3377
Invar Manufacturing Ltd	General Counsel	1 Parry Dr		Batawa	ON	KOK 1E0	C	519 824 8479
Invensys Precision Die Casting	Steve Larkin	232 Hopkinsville Rd		Russelville	KY	42276	US	270-726-0571
Isi Of Indiana Inc	Brad Countryman Salesman	1212 East Michigan St		Indianapolis	IN	46202	US	317-631-7981
Itt Industries Inc	Laura Reuter Buyer	Carretera Intl Km 1969	Colonia Guadalajara Nogales	Empalme Sonora	SO	85340	Mx	248-836-9720
IUE Comm Workers of America	James D Clark	501 3rd St NW 6th Floor		Washington	DC	20001	US	
Jabil Circuits	Michael A Czarnota	3800 Giddings Rd		Auburn Hills	MI	48326	US	248-292-6920
Jeffrey Cohen	Pension Benefit Guaranty Corporation	1200 K Street NW	Suite 340	Washington	DC	20005	US	
Jiffyite Co Inc	Ronald C Diliddo President	4437 Warren Ave		Lancaster	NY	14086	US	716 681 7788
John Devine	General Motors Corporation	300 Renaissance Center	PO Box 300	Detroit	MI	48265	US	
Johnson Electric North	Nick Rossi Vice President Marketing	47660 Halyard Dr		Plymouth	MI	48170	US	734-392-1020
Judd Wire Inc Eft	Michael Lounghmann	124 Turnpike Rd		Turner Falls	MA	01376	US	413-863-2305
KANE MAGNETICS ACQUISITION		700 ELK AVE		KANE	PA	16735	US	
Kaumagraph Flint Corp	Hiroshi Tatsukawa	1935 Davis Ln		Marietta	GA	30067	US	770-226-9048
Kds America	Mitsuoki Yamada	10901 Granada Ln		Overland Pk	KA	66211	US	913-491-6812
Kemet Electronics Corp	David Maguire	1900 Billy Mitchell Blvd		Brownsville	TX	78521	US	864-963-6300
Kensington Capital Corporation	Victor Tatum Account Manager	5725 Forward Ave	Ste 301	Pittsburg	PA	15217	US	412-422-9617
Koa Speer	Chris Forbes	Bolivar Dr		Bradford	PA	16701	US	814-362-8883
Koyo Corp Of Usa	Tom Nemoto Ceo	1006 Northpoint Blvd		Blythewood	SC	29016	US	440-835-9347
Krah Rwi		Markische Staße 4		Drolshagen		D-57489	De	+49 492761701177
Ladd Industries Inc	Melissa Watkins	4849 Hempstead Station Dr		Kettering	OH	45429	US	927-428-9755
Law Debenture Trust Company of NY	Patrick Healy	780 Third Ave 31st Fl		New York	NY	10017	US	212-750-1361
Lebelier Queretaro Sa De Cv	Ray Abrahamson	Calle 2 No 18 Fracc		Queretaro	QA	76120	Mx	442-192-7301
Lemforder Sistemas Automotrice	Tom Gorman General Manager	15811 Centennial Dr		Northville	MI	48167	US	734-416-8218
Linamar Corporation	Elizabeth Albert	287 Speedvale Ave		Guelph	ON	N1H1C1	Ca	519.837.6703
Littelfuse Inc	Michael P Sammons General Mgr Auto	800 E Northwest Hwy		Des Plaines	IL	60016	US	847-759-0272
Lunt Manufacturing Co Inc	Jon Miller	601605 Lunt Ave		Schaumburg	IL	60193	US	847-524-5659
Macauto	Mr Jj Liao President	80 Excel Dr		Rochester	NY	14621	US	585-342-2085
Magnesium Products Of America Inc	Attn General Counsel	2001 Industrial Dr		Eaton Rapids	MI	48827	US	517-663-2714
Marquardt Gmbh	Peter Cherry Owner	Schlossstrasse 16		Rietheimweilheim	BADENWUERTTEMBERG		De	49.74.24.99.2399
Meadville Forge Co		Po Box 459		Meadville	PA	16335	US	814-332-8275
Meadwestvaco Corporation	Joe Swetz Buyer	1 High Ridge Pk		Stamford	CT	06905	US	203-461-7675
Methode Electronics Inc	Don Duda President	7401 W Wilson		Chicago	IL	60706	US	708-867-3288
Micron Semiconductors	Roger Hawkins	8000 S Federal Way		Boise	ID	83716	US	208-368-4617
Midwest Tool & Die Corp	Dave Venderley	327 Ley Rd		Fort Wayne	IN	46825	US	219-482-7261
Milliken Co	Tom Nevius Jack Richardson	201 Lukken Industrial Dr West	Mdc M821	Lagrange	GA	30240	US	706-88-05115
Miniture Precision Components	Jim Brost President	100 Wisconsin Sterrt		Walworth	WI	53184	US	262-275-6346
Mitsubishi Electric	Bruce Beyer	15603 Centennial Dr		Northville	MI	48167	US	734-453-6211

Company	Contact	Address 1	Address 2	City	State	Zip	Country	Fax
Mivrag Cold Forming	Mike Richardson	43902 Woodward Ave	Ste 280	Bloomfield Hills	MI	48302	US	248-333-1855
Mj Celco Inc	Michael J Cielak President	3900 Wesley Terrace		Schiller Pk	IL	60176	US	847 671 1978
Molex Inc	Ron Schubel	222 Wellington Court		Lisle	IL	60532	US	630-813-5888
Motorola	Meredith Nickol VP Sales	37101 Corporate Dr		Farmington Hills	MI	48331	US	248-324-9442
Mubea Inc	Karl Blecker Gen Mngr Suspension	6800 Industrial Rd		Florence	KY	41042	US	859-727-2885
Mueller Brass Co	David Lockhart Director Of Sales	2199 Lapeer Av		Port Huron	MI	48040	US	810 364 6340
Murata Electronics North	David M McGinnis	2200 Lake Park Dr		Smyrna	GA	30080	US	678-842-6625
National Logistics Mgt Co Inc	Attn General Counsel	14320 Joy Rd		Detroit	MI	48228	US	248-351-9824
National Semiconductor Corp	Jennifer Schmitt	10333 N Meridian	Ste 400	Indianapolis	IN	46290	US	317-705-6515
Ndk America Inc	Mark Schutte	614 E Poplar		Kokomo	IN	46902	US	765-455-0339
Nec Electronics Inc	Jim Trent	Three Galleria Tower	13155 Noel Rd Ste 1100	Dallas	TX	75240	US	972-655-5133
Niles Usa Inc	Michael Rudnicki	41129 Jo Dr		Novi	MI	48375	US	248-427-9701
Noma Inc	General Counsel	245 Drumlin Circle		Concord	ON	L4K3B9	Ca	905.738.4340
Oberg Industries Inc	Eric Oberg	208 S Mc Kemy		Chandler	AZ	85226	US	724-295-0395
Ogura Corporation	John Matthews	631 Ajax Dr		Madison Heights	MI	48071	US	248-691-2698
Oki Semiconductor	Garland Miller	1800 S Plate		Kokomo	IN	46902	US	765-456-1234
Olin Corp	Devin Denner Sales Manager	427 N Shamrock St		East Alton	IL	62024	US	618-258-3481
Olson International	Tim Gleason President	50 W North Ave		Lombard	IL	60148	US	630-261-9707
Omron Dualtec Auto	Richard Conlin Sr Account Mgr	29185 Cabot Dr		Novi	MI	48377	US	248-488-5430
Pam Dedicated Services Inc	Jack Canzonetta Vp Auto Marketing	1450 N Bailey Rd North		Jackson	OH	44451	US	330-270-7926
Panasonic Automotive	Vince Sarrecchia	26455 American Dr		Southfield	MI	48034	US	248-447-7008
Pbr Automotive Usa Pacific Group	Gordon Diag	140 Ellen Dr		Orion Township	MI	48359	US	248-377-4939
Pechiney Rolled Products	Jim Offer	39111 W Six Mile Rd		Livonia	MI	48152	US	734-632-8483
Penn Aluminum Intl Inc Eft	Bruce Kasten Sales Manager	1117 N Second St		Murphysboro	IL	62966	US	618-684-3866
Pension Benefit Guaranty Corp	Jeffrey Cohen	1200 K St NW		Washington	DC	20005	US	202-326-4112
Penske Transport & Logistics Seq	Julie Kinsbury	501 Kindleberger Rd		Kansas City	KS	66115	US	913-342-3395
Philips Enabling Technologies Group	General Counsel	Anton Philipsweg 4		Lommel			Be	765-452-9915
Philips Optical Storage	Gerard Kleisterlee	Amstelplein 2 Bretnier Ctr	PO Box 77900 1070 Mx	Amsterdam			Ni	31-40-273-8900
Philips Semiconductors	Sam L Trency	1817 Dogwood Dr		Kokomo	IN	46902	US	31 40 2786657
Phillips Plastics	Bob Cervanka Ceo Owner	703 Promed Ln	Ste 201	Carmel	IN	46032	US	317-573-0525
Pioneer Indl Comp	Auto Electr Sales Inc	Kevin M Martin SVP	22630 Haggerty Rd	Farmington	MI	48335	US	248-449-1940
Pioneer Speakers Inc	Brad Garwood	8701 Siempre Viva Rd		San Diego	CA	92154	US	317-573-1463
Robert Bosch Corporation	Linda Lynch	38000 Hills Tech Dr		Farmington Hills	MI	48331	US	248-848-6505
Roctel Manufacturing Ltd	Russ Pollack Director Of Sales	25300 Telegraph Rd Ste 450	Raleigh Office Ctr	Southfield	MI	48034	US	248-355-3558
Rohm Corp	Tom Scalzo	3034 Owen Dr		Antioch	TN	37013	US	765-457-7732
Rsr Corporation	Robert Finn Ceo	2777 N Stemmons Fwy	Ste 1800	Dallas	TX	75207	US	214-631-4013
Ryder Intergrated Logistics	Richard Jennings VP Automotive	37000 W 12 Mile Rd	Ste 115	Farmington Hills	MI	48331	US	248-553-0167
S & Z Tool & Die Co	Keith Miller Director	3180 Berea Rd		Cleveland	OH	44111	US	216-252-7270
Saiaburgess Automotive Inc	Don Van Cott	303 Gregson Dr		Cary	NC	27511	US	919-380-2309
	Ben Babian Buyer							55 19 3805 7432
Schaeffer Brasil Ltda		R Dr Jose Fabiano De Christo Gurjao		Mogi Mirim	SAO PAULO	13800000	Be	
Semiconductor Components	Lance Williams Director Of Sales	2000 S County Trail		East Greenwich	RI	02818	US	734-953-6860
Sensus Precision Die	Steve Larkin President	232 Hopkinsville Rd		Russelville	KY	42276	US	270-726-0571
Setech Inc		Po Box 163		West Milton	OH	45383	US	615-216-0936
Sgs Thompson	Scott Shilling Sales Director	Victor Park West	19575 Victor Parkway	Livonia	MI	48152	US	734-462-4034
Sharp Electronics Corp	Akihiko Imaya Group	Deputy General Manager	26131 Chinomoto Cho Tenri	Nara		632-8567	JA	81-743-65-2809
Siemens Automotive Ltd	Peter H Huizinga	2400 Executive Hill Blvd		Auburn Hills	MI	48326	US	248-209-7877
Solectron De Mexico Sa De Cv	Ed Mike Sales Manager	Solectron Invtrotronics	26525 American Dr	Southfield	MI	48034	US	248-263-8701
Source Electronics	Dan Baeton	26 Clinton Dr		Hollis	NH	03049	US	630-541-0006
SPECIAL DEVICES INC		14370 WHITE SAGE RD		MOORPARK	CA	93021	US	
Spx Contech	Jim Peters President	8001 Angling Rd		Portage	MI	49024	US	269-327-9997
Stanley Electric Sales	John Crego	2600 Barranca Pkwy		Irvine	CA	92606	US	714-222-0555
Strattec Security Corp	Harold M Stratton	3333 West Good Hope Rd		Milwaukee	WI	53209	US	414-247-3329
Sumitomo Corporation	Masayoshi Morii President	39555 Orchard Hill Pl	Ste L60	Novi	MI	48375	US	248 347 9451
Taigene Electric Machinery Co	Joy Chung General Mgr Na	6001n Adams Rd Ste 125	Adams Woods Office Plaza	Bloomfield Hills	MI	48304	US	248-593-5749
Tdk Corporation Of America	Frank H Avant President	1221 Business Center Dr		Mount Prospect	IL	60056	US	847-803-1125
Tenatronics Limited	General Counsel	776 Davis Dr E		Newmarket	ON	L3Y 2R4	Ca	905-898-7947
Tesa Ag	General Counsel	Quickbornstr 24		Hamburg			De	49-40-4909-2236
Texas Instruments Inc	Brent Mewhinney	12900 North Meridian St	Suite 175 Ms 4070	Carmel	IN	46032	US	317-573-6410
Textron Inc	Martin W Schnurr Exec VP Sales	840 West Long Lake Rd	Ste 450	Troy	MI	48098	US	248-813-6371
Thyssen Krupp Stahl Company Inc	Attn General Counsel	111 E Pacific		Kingsville	MO	64061	US	816-597-3485

Company	Contact	Address 1	Address 2	City	State	Zip	Country	Fax
Ti Group Automotive System	Tim Kuppler Vice President	12345 E Nine Mile		Warren	MI	48090	US	588-427-3175
Timken Company	Brian Ruel	31100 Telegraph Rd Ste 270		Bingham Farms	MI	48025	US	248-433-2253
Tokico Usa Inc	Laura Pederson	17225 Federal Dr Ste 100		Allen Pk	MI	48101	US	313-336-2190
Torrington Co	James W Griffith	1835 Dueber Ave Sw		Canton	OH	44706	US	330-471-4388
Trans Tron Ltd Div Of Futaba	Garland Miller	1800 South Plate		Kokomo	IN	46902	US	765-456-1234
Transgear Manufacturing Inc	Alfred Napolitano	400 Massey Rd		Guelph	ON	N1K 1C4	Ca	519.763.5370
Traxle Mfg Ltd	Russ Pollack Director Of Sales	25300 Telegraph Rd Ste 450	Raleigh Office Center	Southfield	MI	48034	US	262-472-6310
Trostel Ltd	Ric Habeck	840 Executive Dr		Whitewater	WI	53190	US	734-266-5704
Trw Automotive	John Nielsen Dir Sales	12000 Tech Center Dr		Livonia	MI	48150	US	717-592-7555
Tyco Electronics Corp		Po Box 3608		Harrisburg	PA	17105-3608	US	717-592-7555
Tyco Electronics Corp	Dr Jurgen W Gromer	Amperestrabe 1214		Bensheim		D-64625	DE	717-592-7555
Tyco Electronics Corp	Dr Jurgen W Gromer	PO Box 3608		Harrisburg	PA	17105	US	717-592-7555
Tyco Electronics Corp	Dr Jurgen W Gromer	PO Box 3608		Harrisburg	PA	17105-3608	US	49-0-62-51-133-1-548
United Auto Workers	Richard Shoemaker	8000 E Jefferson		Detroit	MI	48214	US	313-823-6016
United Steel Workers	Leo W Gerard	5 Gateway Center		Pittsburgh	PA	15222	US	412-562-2484
Vehcom Mfg	Peter Caulfield	287 Speedvale Ave West		Guelph	ON	N1H 1C5	Ca	(519) 837-6703
Viasystems Canada Inc13	Richard B Kampf VP Sales Marketing	101 South Hanley Rd	Ste 400	St Louis	MS	63105	US	341-746-2233
Victory Packaging	Bjoern Goeke	3555 Timmons Lane	Suite 1440	Houston	TX	77027	US	713-961-3824
Vishay Dale Electronics	Attn General Counsel	1122 23rd St		Columbus	NE	06860	US	402-563-6418
Vishay General Semiconductor Llc	Ann Taylor	10 Melville Pk Rd		Melville	NY	11747	US	765-453-0599
Visteon Automotive Systems	Stephen Mcgarry Gm Customer Bus Gp	40 West 2070 One Village Dr		Vanburen Town Ship	MI	48111	US	734-736-5547
Wamco Inc	James Snyder	2978 Main St		Buffalo	NY	14214	US	716-833-2926
Waupaca Foundry Inc	Gary Thoe Chairman	311 S Tower Rd		Waupaca	WI	54981	US	715-258-1712
Wells Fargo Business Credit Inc	Attn General Counsel	26677 West 12 Mile Rd		Southfield	MI	48034	US	248-358-8353
Westwood Associates Inc	Ralph Seibt Sales Manager	612 Willers Farm Rd		Milford	CT	06460	US	203-283-3100
Wiegel Tool Works Inc	Chris Beall	935 North Central Ave		Wood Dale	IL	60191	US	630- 595-6373
Wilmington Trust Company	Steven M Cimalore	1100 N Market St	Rodney Square N	Wilmington	DE	19890	US	302-636-4143
Woory Industrial Co Ltd	Jin K Yoo Jason Kim	5161 YoungduckRi	KiheungEub YonginSi	KyongkiDo			Sk	82-31-204-3199

In re Delphi Corporation, et al.
Bank List - Overnight

Company	Contact	Address 1	Address 2	City	State	Zip	Country	Fax
Bank Of America Na	Howe Pete Wheelock Brian Swanson	335 Madison Ave 9th Fl		New York	NY	10017	US	212-503-7080 & 704-602-3693
Bank Of Lenawee	Carol McIntyre	135 East Maumee		Adrian	MI	49221	US	517-265-9826
Bank Of New York	Kevin Higgins and Chris Stevenson	Cash Mgmt Div	101 Barclay St 19 W	New York	NY	10286	US	212-635-7978
Bank One Canada	Richard Huttenlocher David Gerdis	611 Woodward Ave Ste Mi 1 8074	7th Fl	Detroit	MI	48226	US	313-225-2290 & 313-226-1455
Bank One Illinois	Richard Huttenlocher David Gerdis	611 Woodward Ave Ste Mi 1 8074	7th Fl	Detroit	MI	48226	US	313-225-2290 & 313-226-1455
Bank One Michigan	Richard Huttenlocher David Gerdis	611 Woodward Ave Ste Mi 1 8074	7th Fl	Detroit	MI	48226	US	313-225-2290 & 313-226-1455
Branch Banking and Trust Company	Kathy Pike	301 N Main St		Greenville	SC	29601	US	864-282-3319
Brunswick Bank And Trust	Kimberly Tokarz	1060 Aaron Rd		North Brunswick	NJ	08902	US	732-951-0632
Citibank	Wayne Beckmann and Kathy Collins	388 Greenwich St 23rd Fl		New York	NY	10013	US	7-095-725-6700
Citibank	Wayne Beckmann K Collins G Roberts	388 Greenwich St 23rd Fl		New York	NY	10013	US	212-816-5702 & 212-816-3107
Citibank	Julia Sadokhina	Gashek St 8 10		Moscow		125047	Russia	212-816-5702 & 212-816-3107
Citibank Na	Taipei Branch	PO Box 3343		Taipei	ROC			212-816-5702 & 212-816-3107
Citifunds	Wayne Beckmann and Carol Festa	125 Broad St 11th Fl		New York	NY	10004	US	646-862-9621
Comerica Bank	Robert Ramirez & Colleen Hollerbach	PO Box 75000	Mc 3265 Mc 7618	Detroit	MI	48275	US	
Comm Banking Cmpny Of Fitzgerald	Sandra Anderson	102 West Roanoke Dr	PO Box 130	Fitzgerald	GA	31750	US	229-423-6656
Deutsche Asset Management	John Larkin	1 South St 18 Fl		Baltimore	MD	21202	US	410-895-3721
Deutsche Bank	Thomas Maloney and Andreas Rohde	Global Corporate Finance	60 Wall St 45th Fl	New York	NY	10005	US	212-797-0085 & 49 69 910 22023
Fidelity Investments	Peter Zielinski	100 Crosby Pkwy Mail Zone Kc1g		Covington	KY	41015	US	617-385-1738
Fifth Third Bank	Michael Blackburn	Corporate Treasury Mgmt	1000 Town Ctr Ste 1400	Southfield	MI	48075	US	248-603-0752
Harris Na	Linda Schmidt and Laura Hunt	111 W Monroe St 9e	9th Fl Ctr	Chicago	IL	60603	US	312-461-6339 & 312-293-5222
Hsbc Bank Usa Na	Christopher Samms and Jay Bialecki	452 Fifth Ave 5th Fl		New York	NY	10018	US	212-642-4081 & 888-499-3958
Jpmorgan Chase Bank	Richard Huttenlocher David Gerdis	611 Woodward Ave Ste Mi 1 8074	7th Fl	Detroit	MI	48226	US	313-225-2290
Jpmorgan Chase Bank	Richard Huttenlocher Pat Flemister	611 Woodward Ave Ste Mi 1 8074	7th Fl	Detroit	MI	48226	US	313-225-2290
Jpmorgan Chase Bank	Richard Huttenlocher Wm Bitonti	611 Woodward Ave Ste Mi 1 8074	7th Fl	Detroit	MI	48226	US	313-225-2290 & 313-225-1730
Jpmorgan Chase Securities	Richard Huttenlocher Julie Benson	611 Woodward Ave Ste Mi 1 8074	7th Fl	Detroit	MI	48226	US	313-225-2290 & 214-965-2255
Key Bank Na	Peter Moore and Kevin Hennessy	Large Corporate Group	127 Public Square	Cleveland	OH	44114	US	216-689-4654 & 216-689-4421
Mandi Marshall And Illsley	James Miller	Commercial Banking	Nw18 770 North Water St	Milwaukee	WI	53202	US	414-765-7625
Mellon Na	Robert Ladley	500 Ross St Ste 1360		Pittsburgh	PA	15262	US	412-236-0485
Natwest Bank Luton Market	Jo Pyman	Hill Branch	31 George St	Luton		LU1 2AH	UK	020 7375 6106
Rbs Securities	Richard Simon	101 Pk Ave 10th Fl		New York	NY	10178	US	212-401-3604
Regions Bank	Dawn Smith	PO Box 10247	8th Fl	Birmingham	MI	35203	US	
Reserve Fund	Brandon Semilof	1250 Broadway 32nd Fl		New York	NY	10001	US	212-401-5958
Toronto Dominion Bank	Malle Nagy Cash Mgmt Services	100 Wellington St 27th Fl	West CP Towers	Toronto	ON	M5K 1A2	Canada	416-944-5891
Ubs Ag	Michael Walter Schmid	Zuggerstrasse 22		Horgen		08810	Switzerland	
Umb Bank Na	Kent Workman	1010 Grand Blvd		Kansas City	MO	64106	US	816-860-4838
United Bank and Trust	Tammy Hall	1422 S Winter St		Adrian	MI	49221	US	517-264-0709